

Risk Factors Comparison 2025-03-25 to 2024-03-28 Form: 10-K

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You should carefully consider the following risk factors, in addition to the other information contained in this ~~report~~ **Report** on Form 10-K, including the section of this ~~report~~ **Report** titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes. If any of the events described in the following risk factors and the risks described elsewhere in this ~~report~~ **Report** occurs, our business, operating results and financial condition could be seriously harmed. This ~~report~~ **Report** on Form 10-K also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of factors that are described below and elsewhere in this ~~report~~ **Report**. Risks Related to Our Business ~~Unfavorable global economic~~ **There is substantial doubt about our political conditions ability to continue as a going concern, which may hinder our ability to obtain further financing. Our consolidated financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, as shown in our consolidated financial statements for the year ended December 31, 2024, included in this Report, we have an accumulated deficit, recurring net losses and net cash used in operations, and resources that will not be sufficient to meet our anticipated cash requirements, which raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. If we cannot continue as a viable entity, we might be required to reduce or cease operations or seek dissolution and liquidation or bankruptcy protection, and our stockholders would likely lose most or all of their investment in us. Our proposed Exchange transaction with Roosevelt is subject to a number of risks and uncertainties. Failure to complete, or delays in completing, the proposed Exchange transaction with Roosevelt could materially and adversely affect our results of operations, business, financial condition and / or stock price. Our previously announced proposed Exchange transaction with Roosevelt is subject to a number of risks and uncertainties. Some of those risks and uncertainties include the following, among others:**

- The closing of the Exchange transaction is subject to approval by our stockholders of certain proposals relating to the transactions contemplated by the Exchange Agreement, as well as the satisfaction of other customary closing conditions. Our stockholders might not approve the proposals that are required in order for us to be able to close the Exchange transaction, or the Exchange Agreement might be terminated for other reasons. We cannot assure you that the proposed Exchange will be successfully completed. Any failure to satisfy a required condition to closing may delay or prevent the completion of the transaction, which could materially and adversely affect our results of operations, business, financial condition and / or stock price.**
- Our results**
- We may require additional funding in order to be able to close the Exchange transaction.**
- If the Exchange with Roosevelt is not completed, our board of operations directors would be required to consider alternatives for our business and assets, which might include seeking the dissolution and liquidation of the Company, seeking an acquisition transaction or similar transaction with another company, initiating bankruptcy proceedings, or other alternatives. There can be no assurance regarding the outcome of such a process. We would have very limited cash resources, might be unable to raise additional funding, and could be adversely affected by general conditions in the global economy and in the global forced to reduce or suspend operations, seek dissolution proceedings, or seek federal bankruptcy protection.**
- We would remain liable for significant transaction costs, including legal, accounting, financial advisory and other costs relating to the Exchange regardless of whether the Exchange is consummated.**
- If the Exchange is not completed, the trading price of Arcadia's common stock may decline to the extent that the then-current market prices for our common stock reflect a market assumption that the Exchange will be completed.**
- A global**
- We could be subject to litigation related to the Exchange Agreement, the Exchange transaction or any failure to complete the Exchange.**
- We could potentially lose key personnel during the pendency of the Exchange.**
- If the Exchange is not completed, we would not realize the potential benefits of the Exchange, which could have a negative effect on our results of operations, financial crisis or a global or regional political disruption could cause extreme volatility in condition, business and stock price.**
- If the Exchange is consummated, the then if the Company capital and credit markets. Outbreaks of epidemic, pandemic, or contagious diseases, such which we will sometimes refer to after consummation of the Exchange as the "combined company COVID-19 pandemic", could disrupt our business resulting in a loss of productivity." is unable to realize the substantial strategic and financial benefits currently anticipated from the Exchange, Arcadia stockholders will have experienced dilution of their ownership interests in the Company without receiving any commensurate benefit, our or employees working remotely only receiving part of the commensurate benefit to the extent the combined company is able to realize only part of the strategic and financial benefits currently anticipated from the Exchange.**

In addition, any shares of common stock that the Company may issue following consummation of the Exchange will further dilute the ownership interests of the Company's current stockholders. • If the Exchange Agreement is terminated under certain circumstances, the Company may be required to reimburse Roosevelt's expenses up to \$ 500, 000 or \$ 750, 000, depending on the reasons for the termination. • If the Exchange transaction with Roosevelt is not completed, we will have extremely limited cash resources. Although we may try to pursue an alternative transaction, if no alternate transaction can be negotiated and completed or we are not successful in raising additional required funding, we may be forced to reduce or suspend operations, file for federal bankruptcy protection or seek dissolution or liquidation proceedings. In such an event, our creditors would have first claim on the

value of our assets which, the other US than remaining cash, would most likely be liquidated in one or more transactions or a bankruptcy sale, in which case our common stock would have little or no value. We can give no assurance as to the magnitude of the net proceeds of such a sale and whether such proceeds would be sufficient to satisfy our obligations to its creditors, let alone to permit any distribution to our equity holders. • If the Exchange is consummated, the combined company will require significant additional funding in order to develop the Roosevelt assets and conduct the combined company's anticipated business. If such funding involves the issuance of equity securities, our stockholders would suffer additional dilution to their percentage ownership interests in the Company, which could be material. If such funding involves debt financing, the agreements relating to such financing may involve restrictive covenants or other provisions that will limit our operating flexibility. If the Exchange is consummated and the combined company fails to raise sufficient funds, the combined company would not be able to successfully execute on its business strategy. Failure to timely complete the proposed Exchange transaction with Roosevelt could materially and adversely affect our results of operations, financial condition markets have been negatively impacted by the rise of inflation and interest rates, increasing the potential for a local and / or global economic recession that could disrupt our business, prospects and . A political disruption could also strain our manufacturers or our suppliers, possibly resulting stock price. Statements in supply disruption, this Report on Form 10- K concerning or our cause future plans and operations are dependent on our customers ability to secure adequate funding and the absence of unexpected delay-delays making payments for- or our services. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the political or economic climate and financial market conditions could adversely-- adverse developments impact our business. We or our partners may not be successful-able to secure required funding. Any statements contained in developing commercial products this Report on Form 10- K concerning future events or developments or our future operations or activities are forward- looking statements that in each instance assume that incorporate our traits and for which there is consumer demand. Our future growth depends on our ability to monetize the trait assets we have -ve created by bringing products to market that incorporate our- or technology, as well as licensing these traits to our collaborators to develop and commercialize seeds and products that contain our traits. The development process could take longer than we anticipate or could ultimately fail to achieve commercial success for any of the following reasons, including but not limited to: non- competitive pricing, ineffective advertising and marketing campaigns, increased competition, failure to align with consumer tastes and lack of brand acceptance. If products containing our traits are never commercialized or are not well- received in the marketplace, our ability to generate revenues and become profitable, as well as our long- term growth strategy, would be materially and adversely affected. Even if we or our collaborators are able to develop commercial products obtain sufficient funding to support such activities and continue our operations and satisfy our liability and obligations in a timely manner. There can be no assurance that incorporate this will be the case. Also, such statements assume that there are no significant unexpected developments our- or traits- events that delay or prevent such activities from occurring. Failure to timely obtain any required additional funding, or unexpected developments or events, could delay the occurrence of such events or prevent the events described in any such statements from occurring which could have a material adverse effect on products may not achieve commercial success as quickly as we project, or our at all- business, financial condition and results of operations . We have a history of significant losses, which we expect to continue, and we may never achieve or maintain profitability. We have incurred significant net losses since our formation in 2002 and we expect to continue to incur net losses for the foreseeable future. We incurred net losses of \$ 14 7. 0 million and \$ 15 14. 6 0 million for the years ended December 31, 2024 and 2023 and 2022-, respectively. As of December 31, 2023-2024, we had an accumulated deficit of \$ 271-278. 8-9 million. Net cash used in operations was \$ 9. 6 million and \$ 15. 3 million and \$ 14. 0 million for the years ended December 31, 2024 and 2023 and 2022-, respectively. We expect to continue to incur losses. In addition, we may find our development and commercialization efforts are more expensive than we anticipate or that they do not generate revenues in the amounts or in the time period we anticipate, which would further increase our losses. If we are unable to adequately control the costs associated with operating our business, including costs of development and commercialization of our-its traits, our business, financial condition, operating results, and prospects will suffer. We may Arcadia will require additional financing and may not be able to obtain such financing on favorable terms, if at all, which could force us adversely impact the Company's operations and ability to delay continue its business. Such additional funding may not be available, reduce, which would have a material adverse effect on or our eliminate our research- business, financial condition and development activities- results of operations and would materially and adversely affect our ability to continue operations . We Arcadia will continue to need capital- require additional funding in the near term to fund its business and our development projects, the commercialization- marketing and sale of our-its products -, and to provide working capital to fund other aspects of our-its business. There If our capital resources are no assurances that required funding insufficient to meet our capital requirements, we will have to raise additional funds- be available at all or will be available in sufficient amounts or on reasonable terms . If future financings involve the issuance of equity securities, our Arcadia's existing stockholders would suffer dilution. If we are Arcadia is able to raise debt financing, we- it may be subject to restrictive covenants that limit our-its operating flexibility. We Arcadia may not be able to raise sufficient additional funds on terms that are favorable to us- it, if at all. If we Arcadia fail- fails to raise sufficient funds and continue- continues to incur losses, our-its ability to fund our- continue its operations, take advantage of strategic opportunities, develop and commercialize products or technologies, or otherwise respond to competitive pressures, could- would likely be significantly limited. Delays in obtaining, or the inability to obtain, required funding would materially and adversely affect our ability to satisfy our current and future liabilities and obligations, and would materially and adversely affect our ability to continue operations. If this happens, we may- do not have sufficient funds to continue operations, we could be forced- required to seek dissolution delay or terminate research and liquidation development programs or the commercialization of products or curtail operations. If adequate funds are not available-, bankruptcy protection we will not be able to successfully execute on

our- or business strategy other alternatives that would likely result in or our continue stockholders losing some our- or business all of their investment in us. Our Arcadia's gross profit margins on our-its consumer products may be impacted by a variety of factors, including but not limited to variations in raw materials and packaging-, freight costs, pricing, customer requirements, market acceptance rate and promotional support costs. We Arcadia expect-expects that our-its gross profit as a percentage of net sales could fluctuate as a result of a number of factors, including product pricing, retail discounts, and input the availability and cost-costs of ingredients and packaging. In addition, our gross profit margin may be impacted by shifts in the overall mix of products having a higher or lower profit margin. If we are-Arcadia is not able to increase our-its selling prices or reduce-improve product sizes sufficiently, or in a timely manner, to offset increased raw material, packaging-, or other input costs, or if our-its sales volume decreases significantly, there could be a negative impact on our-its financial condition and results of operations. Should the rate of market acceptance of our products be slower than anticipated, we may incur additional expense by increasing promotional activities. Competition is intense and requires continuous technological development, and, if we are Arcadia is unable to compete effectively, our-its financial results will suffer. We Arcadia face-faces significant competition in the markets in which we-it operate-operates. The markets for pasta, pancake mix, mac and cheese, and coconut water products are intensely competitive and rapidly changing. Arcadia In most segments of the seed and agricultural biotechnology market, the number of products available to consumers is steadily increasing as new products are introduced. At the same time, the expiration of patents covering existing products reduces the barriers to entry for competitors. We may be unable to compete successfully against our-its current and future competitors, which may result in price reductions, reduced margins and the inability to achieve market acceptance for its products containing our traits. In addition, several of our Arcadia's competitors have substantially greater financial, marketing, sales, distribution, research and development, and technical resources than us Arcadia, and some of our-its collaborators have more experience in research and development, regulatory matters, manufacturing, and marketing. We anticipate-Competition could increased-increase competition in the future as-if new companies enter the market and new technologies become available. Our technologies may be rendered obsolete or uneconomical by-Arcadia depends on its key personnel and, if it is not able to attract and retain qualified technological- technical advances or entirely different approaches developed by one or more of our competitors, which will prevent or limit our ability to generate revenues from the commercialization of our traits being developed. We may seek to expand through acquisitions of and investments in other brands, businesses, and assets. These acquisition activities may be unsuccessful or divert management's attention. We may consider strategic and complementary acquisitions of and investments in other agricultural biotechnology and consumer brands, businesses or other assets, and such acquisitions or investments are subject to risks that could affect our business, including risks related to: • the necessity of coordinating geographically disparate organizations; • implementing common systems and controls; • integrating personnel with diverse business and cultural backgrounds; • integrating acquired manufacturing and production facilities; it technology and products; • combining different corporate cultures and legal systems; • unanticipated expenses related to integration, including technical and operational integration; • increased costs and unanticipated liabilities, including with respect to registration, environmental, health and safety matters, that may affect sales and operating results; • retaining key employees; • obtaining required government and third-party approvals; • legal limitations in new jurisdictions; • installing effective internal controls and audit procedures; • issuing common stock that could dilute the interests of our existing stockholders; • spending cash and incurring debt; • assuming contingent liabilities; and • creating additional expenses. We may not be able to continue its business identify opportunities or complete transactions on commercially reasonable terms, or at all, or actually realize any anticipated benefits from such acquisitions or investments. Arcadia's future performance Similarly, we may not be able to obtain financing for acquisitions or investments on attractive terms. In addition, the success of any acquisitions or investments also will depend, in part, on our ability to integrate the acquisition or investment with our existing operations. We rely on third parties to conduct, monitor, support, and oversee field trials and commercial production and, in some cases, to maintain regulatory files for those products in development, and any performance issues by third parties, or our inability to engage third parties on acceptable terms, may impact our or our collaborators' ability to complete the regulatory process for or commercialize such products. We rely on third parties, including farmers, to conduct, monitor, support, and oversee field trials and commercial production. As a result, we have less control over the timing and cost of these activities than if we conducted them with our own personnel. If we are unable to maintain or enter into agreements with these third parties on acceptable terms, or if any such engagement is terminated prematurely, we may be unable to conduct and complete our trials and commercial production in the manner we anticipate. In addition, there is no guarantee that these third parties will devote adequate time and resources to our activities or perform as required by our contract or in accordance with regulatory requirements, including maintenance of field trial or production information. If these third parties fail to meet expected deadlines, fail to transfer to us any regulatory or other information in a timely manner, fail to adhere to protocols, or fail to act in accordance with regulatory requirements or our agreements with them, or if they otherwise perform in a substandard manner or in a way that compromises the quality or accuracy of their activities or the data they obtain, then field trials and commercial production of our products in development may be extended or delayed with additional costs incurred, or our data may be rejected by the United States Department of Agriculture, Food and Drug Administration ("FDA"), the U. S. Environmental Protection Agency or other regulatory agencies. Ultimately, we are responsible for ensuring that each of our field trials and commercial production is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on third parties does not relieve us of our responsibilities. If our relationship with any of these third parties is terminated, we may be unable to enter into arrangements with alternative parties on commercially reasonable terms, or at all. Switching or adding growers or other suppliers can involve substantial cost and require extensive management time and focus. In addition, there is a natural transition period when a new farmer or other third party commences work. As a result, delays may occur, which can materially impact our ability to meet our desired development or commercial timelines. If we are required to seek alternative supply arrangements, the resulting delays

and potential inability to find a suitable replacement could materially and adversely impact our business. Most of our collaborators have significant resources and development capabilities and may develop their own products that compete with or negatively impact the advancement or sale of products containing our traits. Most of our collaborators are significantly larger than us and may have substantially greater resources and development capabilities. As a result, we are subject to competition from many of our collaborators, who could develop or pursue competing products and traits that may ultimately prove more commercially viable than our traits. In addition, former collaborators, by virtue of having had access to our proprietary technology, may utilize this insight for their own development efforts, despite the fact that our collaboration agreements prohibit such use. The development or launch of a competing product by a collaborator may adversely affect the advancement and commercialization of any traits we develop and any associated research and development and milestone payments and value-sharing payments we receive from the sale of products containing our traits. We depend on our key personnel and, if we are not able to attract and retain qualified technical and business personnel, we may not be able to grow our business or develop and commercialize our products. Our future performance depends on the continued services and contributions of our **its** management team and other **key employees and, if the Exchange is consummated, Roosevelt's management team and** **key** employees, the loss of whose services might significantly delay or prevent the achievement of **our technical or business** **the Company's** objectives. The replacement of any member of our management team involves significant time and costs and such loss could significantly delay or prevent the achievement of our business objectives. A member of our leadership team who has been our employee for many years and therefore, has significant experience and understanding of our business, would be difficult to replace. Additionally, **Arcadia's** the majority of our workforce is involved in development and commercial activities. Our business is therefore dependent on **our its** ability to recruit and maintain a highly skilled and educated workforce with expertise in a range of disciplines, including **food innovation**, supply chain management, **agribusiness**, marketing, and other subjects relevant to **our its** operations. All of **our Arcadia's** current employees are at-will employees, and the failure to retain or hire skilled and highly educated personnel could limit **our its** growth and hinder **its business** **our research and development** efforts. Our **Arcadia's** business is subject to the risks of earthquakes, fire, flood, crop losses, epidemics, and other catastrophic natural events, and security breaches, including cybersecurity incidents. **Arcadia** Our crops are vulnerable to adverse weather conditions, including windstorms, floods, drought and temperature extremes, which are common but difficult to predict. In addition, the crops are vulnerable to crop disease and to pests, which may vary in severity and effect, depending on the stage of production at the time of infection or infestation, the type of treatment applied and climatic conditions. Unfavorable growing conditions can reduce both crop size and quality. Weather conditions, disease or pest infestation could damage the crop in spite of precautions we would normally take to avoid such losses. We take precautions to safeguard our facilities, including insurance, health and safety protocols, and off-site storage of critical research results and computer data. However, a natural disaster, such as a fire, flood, or earthquake, could cause substantial delays in our operations, damage or destroy our equipment, inventory, or development projects, and cause us to incur additional expenses. The insurance we maintain against natural disasters may not be adequate to cover our losses in any particular case. We utilize **utilizes** and critically rely **relies** upon information technology systems in all aspects of **our its** business, including increasingly large amounts of data to support **our its** products and advance **our research and development**. Failure to effectively prevent, detect, and recover from the increasing number and sophistication of information security threats could result in theft, misuse, modification, and destruction of information, including trade secrets and confidential business information, and cause business disruptions, **delays in research and development**, and reputational damage, which could significantly affect **our Arcadia's** results of operations and financial condition. **Arcadia** Our use of hazardous materials exposes us to potential liabilities. Certain of our operations involve the storage and controlled use of hazardous materials, including laboratory chemicals, herbicides, and pesticides. This requires us to conduct our operations in compliance with applicable environmental and safety standards, and we cannot completely eliminate the risk of accidental contamination from hazardous materials. In the event of such contamination, we may be held liable for significant damages or fines, which could have a material adverse effect on our business and operating results. Most of the licenses we grant to our collaborators to use our proprietary genes in certain crops are exclusive within certain jurisdictions, which limits our licensing opportunities. Most of the licenses we grant our collaborators to use our proprietary genes in certain crops are exclusive within specified jurisdictions, so long as our collaborators comply with certain diligence requirements. This means that once genes are licensed to a collaborator in a specified crop or crops, we are generally prohibited from licensing those genes to any third party. The limitations imposed by these exclusive licenses could prevent us from expanding our business and increasing our product development initiatives with new collaborators, both of which could adversely affect our business and results of operations. Our commercial success depends on our ability to protect our intellectual property and our proprietary technologies and on the ability to operate without infringing the patents and other proprietary rights of third parties. Our success will depend in part on our ability to obtain and maintain patent protection both in the United States and in other countries for any products we successfully develop. The patents and patent applications in our patent portfolio are either owned by us, exclusively licensed to us, or co-owned by us and others and exclusively licensed to us. Our ability to protect any products we successfully develop from unauthorized or infringing use by third parties depends substantially on our ability to obtain and maintain valid and enforceable patents. Due to evolving legal standards relating to the patentability, validity and enforceability of patents covering biotechnology inventions and the scope of claims made under these patents, our ability to obtain and enforce patents is uncertain and involves complex legal and factual questions. Accordingly, rights under any issued patents may not provide us with sufficient protection for any products we successfully develop or provide sufficient protection to afford us a commercial advantage against our competitors or their competitive products or processes. In addition, we cannot guarantee that any patents will be issued from any pending or future patent applications owned by or licensed to us. Even if patents have been issued or will be issued, we cannot guarantee that the claims of these patents are, or will be, valid or enforceable, or provide us with any significant protection against competitive products or otherwise be commercially valuable to us. The U. S. Congress passed the

Leahy-Smith America Invents Act, or the America Invents Act, which was signed into law in September 2011. The America Invents Act reforms U. S. patent law in part by changing the standard for patent approval from a “first to invent” standard to a “first inventor to file” standard and developing a post-grant review system. This new legislation affects U. S. patent law in a manner that may impact our ability to obtain or maintain patent protection for current or future inventions in the U. S. or otherwise cause uncertainty as to our patent protection. We may not have identified all patents, published applications or published literature that may affect our business, either by blocking our ability to commercialize our traits, by preventing the patentability of our traits by us, our licensors or co-owners, or by covering the same or similar technologies that may invalidate our patents, limiting the scope of our future patent claims or adversely affecting our ability to market our products. For example, patent applications are maintained in confidence for at least 18 months after their filing. In some cases, patent applications remain confidential in the United States Patent and Trademark Office (“USPTO”) for the entire time prior to issuance of a U. S. patent. Patent applications filed in countries outside the United States are not typically published until at least 18 months from their first filing date. Similarly, publication of discoveries in the scientific or patent literature often lags behind actual discoveries. Therefore, we cannot be certain that we or our licensors or co-owners were the first to invent, or the first inventors to file, patent applications on our processes, products or their uses. In the event that another party has filed a U. S. patent application covering the same invention as one of our patent applications or patents, we may have to participate in an adversarial proceeding, known as an interference, declared by the USPTO to determine priority of invention in the United States. If we or one of our collaborators are sued for infringing the intellectual property rights of a third party, such litigation could be costly and time consuming and could prevent us or our collaborators from developing or commercializing our products. Our ability to generate significant revenues from our products depends on our and our collaborators’ ability to develop, market and sell our products and utilize our proprietary technology without infringing the intellectual property and other rights of any third parties. In the United States and abroad there are numerous third-party patents and patent applications that may be applied toward our proprietary technology, business processes, or developed traits, some of which may be construed as containing claims that cover the subject matter of our products or intellectual property. Because of the rapid pace of technological change, the confidentiality of patent applications in some jurisdictions (including U. S. provisional patent applications), and the fact that patent applications can take many years to issue, there may be currently pending applications that are unknown to us that may later result in issued patents upon which our products in development or proprietary technologies infringe. Similarly, there may be issued patents relevant to our products in development of which we are not aware. These patents could reduce the value of the traits we develop or the plants containing our traits or, to the extent they cover key technologies on which we have unknowingly relied, require that we seek to obtain licenses or cease using the technology, no matter how valuable to our business. We may not be able to obtain such a license on commercially reasonable terms. If any third-party patent or patent application covers our intellectual property or proprietary rights and we are not able to obtain a license to it, we and our collaborators may be prevented from commercializing products containing our traits. As the agricultural biotechnology industry continues to develop, we may become party to, or threatened with, litigation or other adverse proceedings regarding intellectual property or proprietary rights in our technology, processes, or developed traits. Third parties may assert claims based on existing or future intellectual property rights and the outcome of any proceedings is subject to uncertainties that cannot be adequately quantified in advance. Any litigation proceedings could be costly and time consuming, and negative outcomes could result in liability for monetary damages, including treble damages and attorneys’ fees, if we are found to have willfully infringed a patent. There is also no guarantee that we would be able to obtain a license under such infringed intellectual property on commercially reasonable terms or at all. A finding of infringement could prevent us or our collaborators from developing, marketing or selling a product or force us to cease some or all of our business operations. Even if we are successful in these proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel may be diverted as a result of these proceedings, which could have a material adverse effect on us. Claims that we have misappropriated the confidential information or trade secrets of third parties could similarly have a negative impact on our business. Our success will depend in part on our ability to uphold and enforce patents or patent applications owned or co-owned by us or licensed to us, which cover products we successfully develop. Proceedings involving our patents or patent applications could result in adverse decisions regarding: • ownership of patents and patent applications; • rights concerning licenses; • the patentability of our inventions relating to our products; and / or • the enforceability, validity or scope of protection offered by our patents relating to our products. Even if we are successful in these proceedings, we may incur substantial costs and divert management’s time and attention in pursuing these proceedings, which could have a material adverse effect on us. We are subject to governmental export and import controls that could impair our ability to compete in international markets due to licensing requirements and subject us to liability if we are not in compliance with applicable laws. Our products and products in development are subject to export control and import laws and regulations, including the U. S. Export Administration Regulations, U. S. Customs regulations, and various economic and trade sanctions regulations administered by the U. S. Treasury Department’s Office of Foreign Assets Controls. Exports of our products and technology must be made in compliance with these laws and regulations. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. In addition, changes in our products or solutions or changes in applicable export or import laws and regulations may create delays in the introduction and sale of our products and solutions in international markets, prevent our customers from deploying our products and solutions or, in some cases, prevent the export or import of our products and solutions to certain countries, governments or persons altogether. Any change in export or import laws and regulations, shift in the enforcement or scope of existing laws and regulations, or change in the countries, governments, persons or technologies targeted by such laws and regulations, could also result in decreased use of our products and solutions, or in our decreased ability to export or sell our products and solutions to

existing or potential customers. Any decreased use of our products and solutions or limitation on our ability to export or sell our products and solutions would likely adversely affect our business, financial condition and results of operations. Adverse outcomes in future legal proceedings could subject us to substantial damages and adversely affect our results of operations and profitability. We may become party to legal proceedings, including matters involving personnel and employment issues, personal injury, environmental matters, and other proceedings. Some of these potential proceedings could result in substantial damages or payment awards that exceed our insurance coverage. We will estimate our exposure to any future legal proceedings and establish provisions for the estimated liabilities where it is reasonably possible to estimate and where an adverse outcome is probable. Assessing and predicting the outcome of these matters will involve substantial uncertainties. Furthermore, even if the outcome is ultimately in our favor, our costs associated with such litigation may be material. Adverse outcomes in future legal proceedings or the costs and expenses associated therewith could have an adverse effect on our results of operations. We may be required to pay substantial damages as a result of product liability, health and safety, or other similar claims for which insurance coverage is not available. We are Arcadia is subject to product liability, health and safety, or similar claims with respect to our its products, including claims described elsewhere in this Report under the heading "Legal Proceedings. Product liability." Such claims against Arcadia us or our- or its collaborators selling our Arcadia's products could damage our Arcadia reputation, harm our its relationships with our its collaborators, and materially and adversely affect our its business, results of operations, financial condition, and prospects. Furthermore, while our many of Arcadia's collaboration agreements typically require that our Arcadia's collaborators indemnify us Arcadia for the cost of product liability claims brought against us Arcadia as a result of our its collaborator's misconduct, such indemnification provisions may not always be enforced, and we may receive no indemnification if our Arcadia's own misconduct contributed to the claims. Unfavorable global economic or political conditions could adversely affect our business, financial condition or results of operations. Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. A global financial crisis or a global or regional political disruption could cause extreme volatility in the capital and credit markets. Outbreaks of epidemic, pandemic, or contagious diseases could disrupt Arcadia's business resulting in a loss of productivity from its employees. In addition, the US financial markets have been negatively impacted by the rise of inflation and interest rates, increasing the potential for a local and / or global economic recession that could disrupt Arcadia's business. A political disruption could also strain Arcadia's manufacturers or suppliers, possibly resulting in supply disruption, or cause its customers to delay making payments for its services. Any of the foregoing could harm Arcadia's business, and we cannot anticipate all of the ways in which the political or economic climate and financial market conditions could adversely impact our business. Changes to U. S. trade policy, tariff and import / export regulations may adversely affect our operating results. Changes in U. S. or international social, political, regulatory and economic conditions or in laws and policies governing foreign trade, development and investment in the countries relevant to our business, as well as any negative sentiment toward the U. S. as a result of such changes, could adversely affect our business. The U. S. has instituted or proposed changes in trade policies that include the negotiation or termination of trade agreements, the imposition of higher tariffs on imports into the U. S., economic sanctions on individuals, corporations or countries, and other government regulations affecting trade between the U. S. and other countries where we conduct our business. As a result of policy changes and government proposals, there may be greater restrictions and economic disincentives on international trade. The new tariffs and other changes in U. S. trade policy could trigger retaliatory actions by affected countries, and foreign governments have instituted or are considering imposing trade sanctions on U. S. goods. Such changes have the potential to adversely impact the U. S. economy or sectors thereof, our industry and the demand for our products in countries outside of the U. S. where we sell our products and that are adversely affected by such changes, and as a result, could have a negative impact on our business, financial condition and results of operations. Because our Zola coconut water product is sourced in Thailand, such steps, if adopted and if they affect countries that impact our business, could adversely impact our business and operations, increase our costs, and make our products less competitive. As a result of being a public company, we are Arcadia is obligated to develop and maintain proper and effective internal control over financial reporting. We Arcadia may not complete our analysis of our its internal control over financial reporting in a timely manner, or these internal controls may not be determined to be effective, which may adversely affect investor confidence in Arcadia our company and, as a result, the value of our its common stock. Pursuant to Section 404 (a) of the Sarbanes- Oxley Act of 2002, as amended ("SOX the Act") and the related rules adopted by the SEC and the Public Company Accounting Oversight Board, Arcadia's starting with the second annual report that we filed with the SEC after the consummation of our public offering, our management is required to report on the effectiveness of our its internal control over financial reporting. Section 404 (b) of SOX the Act requires that our its independent registered public accounting firm will also need to attest to the effectiveness of our Arcadia's internal control over financial reporting if we Arcadia qualify qualifies as an accelerated filer or a large accelerated filer, which it currently does not as of the date of this Report. We are Arcadia is continuously improving seeking to maintain and / our- or improve its internal control environment. As a result, we Arcadia may experience higher than anticipated operating expenses, as well as higher auditor fees during and after the implementation of these changes. If we are Arcadia is unable to implement any of the required changes to our its internal control over financial reporting effectively or efficiently or are required to do so earlier than anticipated, it could adversely affect our its operations, financial reporting, and results of operations and could result in an adverse opinion on internal controls from our Arcadia's independent registered public accounting firm. Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations. Under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its NOLs to offset future taxable income. A significant portion of our existing NOLs are limited due to known ownership changes under IRC Section 382 that we experienced as a result of the common stock we issued

in connection with equity financings in December 2020 and January 2021. Changes in our stock ownership since 2021 or in the future, which could be outside of our control, could result in an ownership change under Section 382 of the Code. If we undergo an ownership change, our ability to utilize NOLs could be further limited by Section 382 of the Code. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. There is also a risk that, due to regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. For these reasons, we may not be able to realize a tax benefit from the use of our NOLs, whether or not we experience profitability. Risks Related to Ownership of Our Common Stock

Future sales of substantial amounts of our **Arcadia's** common stock, or the possibility that such sales could occur, could adversely affect the market price of our **Arcadia's** common stock. Future sales in the public market of our **Arcadia's** common stock, or shares issued upon exercise of our **its** outstanding stock options or warrants, or the perception by the market that these issuances or sales could occur, could lower the market price of our **Arcadia's** common stock or make it difficult for us **Arcadia** to raise additional capital. **Our In addition, a large number of shares of common stock are issuable to the Limited Partners of Roosevelt if the Exchange transaction is consummated. Arcadia's** stockholders may experience substantial dilution and a reduction in the price that they are able to obtain upon the sale of their shares. As of December 31, **2023-2024**, we had **1, 285 364, 337-940** shares of common stock outstanding, substantially all of which we **Arcadia believe believes** may be sold publicly, subject in some cases to volume and other limitations, provisions or limitations in registration rights agreements, or prospectus delivery or other requirements relating to the effectiveness and use of registration statements registering the resale of such shares. As of December 31, **2023-2024**, we had **41-43, 735-059** shares of our **Arcadia's** common stock issuable upon the exercise of outstanding stock options under our equity incentive plans at a weighted- average exercise price of \$ **139-86, 82 18** per share, and we had outstanding warrants and preferred investment options to purchase **1, 831-083, 909-435** shares of common stock at a weighted- average exercise price of \$ **24-34, 63-27** per share. Subject to applicable vesting requirements, upon exercise of these options or warrants, the underlying shares may be resold into the public market, subject in some cases to volume and other limitations or prospectus delivery requirements pursuant to registration statements registering the resale of such shares. In the case of outstanding options and warrants that have exercise prices that are below the market price of our **Arcadia's** common stock from time to time, our **Arcadia's** stockholders would experience dilution upon the exercise of these options and warrants. Our **Arcadia's** stock price has been and may continue to be volatile, and you could lose all or part of your investment. The market price of our **Arcadia's** common stock has been and may continue to be volatile. After making adjustments for the impact of reverse stock splits, since shares of our common stock were sold in our **its** initial public offering in May 2015 at a price of \$ 6, 400. 00 per share, our **Arcadia's** stock price has ranged from \$ **2-1, 65-85** to \$ 6, 984. 00, through December 31, **2023-2024**. The market price of our **Arcadia's** common stock is subject to wide fluctuations in response to various risk factors, some of which are beyond our **Arcadia's** control and may not be related to our **its** operating performance, including: • addition or loss of significant customers, collaborators or distributors ; • changes in laws or regulations applicable to our **its** industry or traits ; • additions or departures of key personnel ; • the failure of securities analysts to cover our **its** common stock after an offering ; • actual or anticipated changes in expectations regarding our **its** performance by investors or securities analysts ; • price and volume fluctuations in the overall stock market ; • volatility in the market price and trading volume of companies in our **its** industry or companies that investors consider comparable ; • share price and volume fluctuations attributable to inconsistent trading volume levels of our **its** shares ; • our ability to protect our intellectual property and other proprietary rights ; • sales of our **its** common stock by **Arcadia** us or our **or its** stockholders ; • the expiration of contractual lock- up agreements ; • litigation involving us, our **its** industry, or both ; • major catastrophic events ; and • general economic and market conditions and trends. Further, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political, and market conditions such as recessions, interest rate changes, or international currency fluctuations, may cause the market price of our **Arcadia's** common stock to decline. If the market price of our **Arcadia's** common stock fluctuates or declines, you may not realize any return on your investment and may lose some or all of your investment. We **Arcadia expect expects** our **its** operating results to vary significantly from quarter to quarter, which may cause our **Arcadia's** stock price to fluctuate widely. We **Arcadia expect expects** our **its** quarterly operating results to fluctuate widely and unpredictably for the following reasons, among others: • our **its** significant customer concentration ; • the variable timing, stage, and results of our and our collaborators' development, and regulatory activities ; • the effectiveness of our **its** marketing and advertising efforts ; • the impact of seasonality in agricultural operations on our sales of **its** products ; • adjustments to inventory due to excess or slow- moving ; • supplier, manufacturing, or quality problems ; and • variance in the timing of customer and distributor orders for our **its** products. Any unanticipated change in revenues or operating results is likely to cause our **Arcadia's** stock price to fluctuate since such changes reflect new information available to investors and analysts. **Arcadia's** Because we do not expect to pay any dividends for the foreseeable future, investors may be forced to sell their stock to realize a return on their investment. We do not anticipate that we will pay any dividends to holders of our common stock for the foreseeable future. Any payment of cash dividends will be at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions including compliance with covenants under our debt agreements, and other factors that our board of directors may deem relevant. Our ability to pay dividends might be restricted by the terms of any indebtedness that we incur in the future. In addition, certain of our current outstanding debt agreements prohibit us from paying cash dividends on our common stock. Consequently, you should not rely on dividends to receive a return on your investment. Our failure to meet the continued listing requirements of Nasdaq could result in a delisting of our **its** common stock, which could negatively impact the market price and liquidity of our **its** common shares **stock** and our **its** ability to access the capital markets. Our **Arcadia's** common stock is listed on The **the** Nasdaq Capital

Market. If we Arcadia fail fails to satisfy the continued listing requirements of the Nasdaq Stock Market ("Nasdaq"), such as the corporate governance requirements or the minimum closing bid price requirement, Nasdaq may take steps to delist our Arcadia's common stock. Such a delisting would have a negative effect on the price of our Arcadia's common stock, impair the ability to sell or purchase our Arcadia's common stock when persons wish to do so, and any delisting materially adversely affect our Arcadia's ability to raise capital or pursue strategic restructuring, refinancing or other transactions on acceptable terms, or at all. Delisting from The the Nasdaq Capital Market could also have other negative results, including the potential loss of institutional investor interest and fewer business development opportunities. **In addition, in connection with the proposed Exchange transaction, the Company will need to file an initial listing application with Nasdaq and satisfy the initial listing standards for listing on the Nasdaq Capital Market, which in certain instances are different from and more restrictive than Nasdaq's continued listing standards. Approval of continued listing of the common stock on the Nasdaq Capital Market is a closing condition under the Exchange Agreement. Certain of our securities issued in prior offerings include a right to receive the Black-Scholes value of the unexercised portion of those securities in the event of a certain kinds of fundamental transactions, which payments, if applicable, could be significant. Certain of our outstanding warrants (which in some instances are denominated as "investment option" securities) to purchase shares of common stock that we issued in prior offerings provide that, in the event of certain kinds of "fundamental transactions," including, among other things, a merger or consolidation of the Company, sale of all or substantially all of our assets or a sale of a certain percentage of our common stock, where the Company is not the surviving entity (as defined in the warrant or investment option) in the transaction or the Company's common stock is no longer registered under the Securities Exchange Act of 1934, as amended, the holders of such warrants have the option, by delivering a notice within 30 days after the closing of the transaction, to require us to pay to such holders an amount of cash equal to the Black-Scholes value of the warrants, calculated as provided in the warrants. The Company believes that these provisions are not applicable to the proposed Exchange transaction with Roosevelt contemplated by the Exchange Agreement, as described elsewhere in this Report. However, if such amounts were determined to be applicable and warrant holders timely delivered notices under the applicable provisions of the warrants, the amounts that the Company might be required to pay under such provisions could be material. In addition, if one or more holders of such warrants or investment options believes that such provisions are applicable and initiates legal proceedings to require the Company to make such payments, resolving such matters could involve significant time and expense, and an adverse outcome could have a material adverse effect on our business, financial condition and results of operations.**