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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-39035

10x Genomics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware		**45-5614458**
(State or other jurisdiction of incorporation or organization)		**(I.R.S. Employer Identification No.)**
6230 Stoneridge Mall Road		
Pleasanton, California		**94588**
(Address of principal executive offices)		**(Zip Code)**

Registrant's telephone number, including area code: (925) 401-7300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, par value $0.00001 per share	**TXG**	**The Nasdaq Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Aggregate market value of registrant's common stock held by non-affiliates of the registrant, based upon the closing price of a share of the registrant's common stock on June 30, 2025 (the last business day of the registrant's most recently completed second quarter) as reported by Nasdaq on that date was $1.3 billion.

As of January 31, 2026, the registrant had 117,673,382 shares of Class A common stock, $0.00001 par value per share, outstanding and 10,078,872 shares of Class B common stock, $0.00001 par value per share, outstanding.

Portions of the registrant's Definitive Proxy Statement relating to the registrant's 2026 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended December 31, 2025.

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10x Genomics, Inc.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this "Annual Report") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 as contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to those sections' "safe harbor." All statements, other than historical facts, may be forward-looking statements. Forward-looking terminology such as "may," "might," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "see," "estimate," "predict," "potential," "would," "likely," "seek" or "continue" or variations of these terms or similar terminology generally can identify forward-looking statements, but the absence of these words is not determinative. These forward-looking statements include statements regarding 10x Genomics, Inc.'s expectations regarding our plans, objectives, goals, beliefs, business strategies, acquisition of Scale Biosciences, Inc., results of operations, financial position, sufficiency of our capital resources, business outlook, future events, business conditions, key business metrics and key factors affecting our performance, revenues, gross margin, expenses, organization, business and other trends, pricing, product mix, customer mix, expected future investments including anticipated capital expenditures, anticipated size of market opportunities and our ability to capture them, expected uses, plans and expectations regarding entering the clinical and diagnostic markets, the timing and outcome of regulatory filings and approvals, performance and benefits of our products and services, business trends and other information. These statements are based on management's expectations, forecasts, beliefs, opinions, assumptions and information available at the time of filing and should not be relied upon as 10x Genomics, Inc.'s views as of any subsequent date. Actual outcomes and results could differ materially from these statements due to several factors. 10x Genomics, Inc. disclaims any obligation to update any published forward-looking statements except as required by law.

The material risks, uncertainties and other factors that could affect 10x Genomics, Inc.'s financial and operating results and cause actual results to differ from those indicated by the forward-looking statements made include those described in the section titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report. Our periodic filings are accessible on the U.S. Securities and Exchange Commission's website at www.sec.gov. Although we believe the expectations reflected in the forward-looking statements are reasonable, new risks and uncertainties may emerge, and it is not possible for us to predict their impact on the forward-looking statements contained in this Annual Report. Moreover, the information the forward-looking statements are based upon may be limited or incomplete, and may not be based upon all potentially relevant information. We cannot guarantee future events, circumstances, results, performance or achievements. In light of the foregoing, investors are urged not to place undue reliance on any forward-looking statement or third-party data in reaching any conclusion or making any investment decision about any securities of the Company.

Unless otherwise stated or the context otherwise indicates, references to "we," "us," "our," "the Company," "10x" and similar references refer to 10x Genomics, Inc. and its subsidiaries.

Channels for Disclosure of Information

Investors and others should note that we may announce material information to the public through filings with the SEC, our website (https://www.10xGenomics.com), press releases, public conference calls, public webcasts and our social media accounts, (https://X.com/10xGenomics, https://www.facebook.com/10xGenomics, https://www.linkedin.com/company/10xgenomics, https://www.youtube.com/@10xGenomics_, https://www.facebook.com/10xGenomics and https://bsky.app/profile/10xgenomics.bsky.social). We use these channels to communicate with our customers and the public about the Company, our products, our services, our financial results, business developments and other matters. We encourage our investors, the media and others to review the information disclosed through such channels as such information could be deemed to be material information. The information on such channels, including on our website and our social media accounts, is not incorporated by reference in this Annual Report and shall not be deemed to be incorporated by reference into any other filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing. Please note that this list of disclosure channels may be updated from time to time.

PART I

Item 1. Business.

Overview

Our mission is to accelerate the mastery of biology to advance human health. We are a life sciences technology company focused on building innovative products and solutions to interrogate, understand and master biology. Our integrated research solutions include instruments, consumables and software for analyzing biological systems at a resolution and scale that matches the complexity of biology. We have built deep expertise across diverse disciplines including chemistry, biology, hardware and software. Innovations in all of these areas have enabled the deployment of our rapidly expanding suite of products, which allow our customers to interrogate biological systems at previously inaccessible resolution and scale. Our products have enabled researchers to make fundamental discoveries across multiple areas of biology, including oncology, immunology and neuroscience.

Since launching our first product in mid-2015 through December 31, 2025, we have sold 8,046 instruments to researchers around the world, including academic and translational researchers and biopharmaceutical companies. Our revenue was $642.8 million and $610.8 million for the years ended 2025 and 2024, respectively, representing a year-over-year increase of 5%. We generated net losses of $43.5 million and $182.6 million for the years ended 2025 and 2024, respectively. In the years ended December 31, 2025 and 2024, we sold 1,007 and 1,073 instruments and 424,000 and 357,100 consumable reactions, respectively. To date, we estimate that more than 10,000 peer-reviewed articles have been published based on data generated using our products.

Our portfolios

Resolution and *Scale* are the imperatives that underlie our products and technology. First, our solutions are designed to enable understanding biology at the right level of biological resolution, such as at the level of the single cell or at high spatial resolution of tissues and organs. Second, we believe that high resolution tools only become truly powerful when they are built into technologies with tremendous scale. Our products enable measuring millions of single cells or tissue sample positions. Each of our platforms is designed to interrogate a major class of biological information enabling researchers to understand the complexities of biology at a spatial and cellular level. Collectively, our platforms enable researchers to interrogate, understand and master biology at the appropriate resolution and scale.

Portfolio	Single Cell	Spatial	
Platform	**Chromium**	**Visium**	**Xenium**
Instrument			
When to Use	**Comprehensive single cell data** Ideal for deep characterization of cell populations and states	**High resolution spatial gene expression** Understand complex tissues, neighborhoods and cell to cell interactions; Integration with other spatial-omics, histology and morphology	
Why to Use	Unbiased single cell discovery High per-gene sensitivity	Unbiased spatial discovery	Targeted spatial exploration High per-gene sensitivity
Applications	Whole transcriptome gene expression Protein TCR, BCR CRISPR ATAC	Whole transcriptome gene expression Protein	Targeted gene expression (up to 5,000 genes)
Resolution	Single cell	Single cell-scale: Transcripts assigned to 2µm areas	Subcellular
Data Readout	NGS-based	NGS-based	Imaging-based
Sample Compatibility	Single cell or nuclei suspensions from fresh, frozen, or FFPE samples	FFPE Fresh frozen Fixed frozen	Fresh frozen FFPE

Our single cell portfolio

Our single cell portfolio, powered by our Chromium platform, includes microfluidic chips and related consumables and our Chromium X Series and legacy Chromium instruments. The Chromium portfolio enables high-throughput analysis of individual biological components. Our Chromium instruments serve as precisely engineered reagent delivery systems, partitioning samples into individual components which can exceed one million. Each partition is paired with proprietary gel beads bearing unique barcodes that allow researchers to identify the contents of each partition and distinguish them from contents of other partitions. Once biological material in each partition is barcoded, they can then be pooled and sequenced together. Partitioning and barcoding gives researchers the ability to measure many discrete biological materials and/or perform many different experiments in parallel, providing tremendous resolution and scale. Chromium enables multiomic readouts including gene expression, protein (cell surface and intracellular), chromatin, V(D)J, CRISPR/guide RNAs (gRNAs) and antigens, has broad sample compatibility (formalin-fixed paraffin-embedded (FFPE), fresh, fresh frozen, paraformaldehyde (PFA) fixed tissue, DSP/methanol fixed peripheral blood mononuclear cells (PBMCs) and whole blood) and delivers high performance including high cell recovery rates (CRE), high sensitivity, robustness and reproducibility.

Assay	Universal (3' / 5')	Flex	Epi
Overview	**Whole transcriptome coverage** • Broadest multiomic options and diverse species compatibility • De-novo discovery of isoforms, long non-coding RNA and more • Highest cell recovery for low-input samples	**Protein coding gene coverage** • Analyze a broad range of sample types including FFPE and whole blood • Fix and batch flexible workflow • Customized content based on experimental need • Run up to 8M cells per chip	**Open chromatin and 3' gene expression** • Analyze chromatin accessibility at single cell resolution • Resolve cell types and states using genome-wide epigenetic profiles
Products	Universal 3' Gene Expression Universal 5' Gene expression	Flex Gene Expression	Epi ATAC Epi Multiome ATAC + Gene Expression
Chemistry	Reverse transcription-based	Probe-based	Reverse transcription-based
Species Compatibility	Agnostic	Human Mouse Other species with custom probes	Agnostic
Sample Compatibility	Cell suspensions Nuclei suspensions Flow-sorted cells Fixed human PBMC Fresh tissue Frozen tissue Organoids DSP / Methanol-fixed	Cell suspensions Nuclei suspensions Flow-sorted cells Fixed whole blood Fresh tissue Frozen tissue FFPE tissue PFA-fixed tissue Organoids	Cell suspensions Nuclei suspensions Fresh tissue Frozen tissue Organoids
Multiomics Compatibility	Gene expression TCR and BCR sequencing Antigen specificity Cell surface protein CRISPR screening Chromatin accessibility	Gene expression Cell surface protein Intracellular protein CRISPR screening	3' gene expression Chromatin accessibility

Our single cell portfolio also includes QuantumScale Single Cell RNA and Single Cell Methylation kits, which we obtained through our acquisition of Scale Biosciences, Inc. ("Scale Bio") in 2025.

Our spatial portfolio

Our spatial portfolio is powered by our Visium and Xenium platforms and aims to bring together the worlds of histology and genomics.

Our Visium platform. Our Visium platform empowers researchers to identify where biological components are located and how they are arranged with respect to each other, otherwise referred to as "spatial analysis." Our Visium platform uses high density DNA arrays which have DNA barcode sequences that encode the physical location of biological analytes within a sample, such as a tissue section, allowing the spatial location of the analytes to be "read out" using sequencing to create a visual map of the analytes across the sample. Similar to partitioning, spatial barcoding with large numbers of oligos on an array can unlock tremendous insights, providing high resolution molecular information to visualize the whole transcriptome and protein expression, paired with same section hematoxylin and eosin (H&E) or infrared (IR) imaging data, across biological tissues. The Visium platform includes our Visium CytAssist, an instrument designed to simplify and optimize the Visium solution workflow by facilitating the transfer of transcriptomic analytes from standard glass slides to Visium slides, as well as our HD WT Panel Gene Expression and HD 3' Gene Expression assays.

Assay	HD WT Panel Gene Expression	HD 3' Gene Expression
Overview	**Protein coding gene coverage** • Recommended assay for differential gene expression in human and mouse • Most flexible tissue compatibility • Most sequencing-efficient Visium HD assay	**Whole transcriptome coverage** • Recommended assay for expanded discovery applications • Most diverse species compatibility • De novo discovery, including feasibility for isoforms, TCRs/BCRs and more
Assay Specifications	CytAssist enabled Tissues sectioned onto glass slides Probe-based chemistry	CytAssist enabled Tissues sectioned onto glass slides 3' poly(A) capture-based chemistry (Reverse transcription)
Compatible Species	Human and mouse	Agnostic
Compatible Samples	FFPE tissue Fresh frozen tissue Fixed frozen tissue	Fresh frozen tissue
Slide Architecture and Throughput	Continuous lawn of 2 µm x 2 µm barcoded squares for single cell–scale resolution 6.5mm x 6.5mm (2 capture areas per slide)	Continuous lawn of 2 µm x 2 µm barcoded squares for single cell–scale resolution 6.5mm x 6.5mm (2 capture areas per slide)
Same-Section Capabilities	Gene expression Protein (IF) Morphology (H&E)	Gene expression Morphology (H&E)

We also offer v2 WT Panel Gene Expression and v1 3' Gene Expression, which are our first-generation assays.

Our Xenium platform. Our Xenium platform for in situ analysis is designed to give scientists the ability not only to locate and type cells in their tissue context, but also to address a variety of specific questions based on previous knowledge of their sample potentially discovered using our Chromium and Visium platforms. Our Xenium Analyzer instrument enables researchers to detect and preserve the cellular location of hundreds of RNA targets directly in a fresh frozen or FFPE tissue section without the need for conventional sequencing, providing researchers with a detailed map of gene expression patterns without sacrificing resolution or target number. Xenium uses circularizable probes specific to target transcripts followed by enzymatic amplification to create a target for fluorescent probe hybridization. On the Xenium Analyzer, microscope images of the tissue detect the location of each fluorescent probe, which is then removed. Successive rounds of fluorescent probe hybridization, imaging and removal creates a unique optical signature that reveals the identity of the RNA at a location within each cell of a tissue. Available Xenium consumables include curated, validated and fit-for-purpose gene panels along with the ability to design custom gene sets.

Assay	<500-Gene Panels	5,000-Gene Panels
Overview	**Focused tissue and pathway characterization** • Full custom panel option • Multiomic analysis with Xenium Protein subpanels	**Broad discovery in human and mouse** • Customizable with up to 100 additional genes • Explore across tissues, disease areas and drug targets
Products	**Tissue and Application-Specific Panels** Human: Brain, Breast, Colon, Lung; Skin, Immuno-oncology, Multi-tissue and cancer Mouse: Brain, Tissue atlassing	**Comprehensive Gene Panels** Prime 5K human pan tissue and pathways Prime 5K mouse pan tissue and pathways
Panel Specifications	RNA v1 chemistry 50 – 480 genes Add on up to 100 genes to pre-designed panels Design fully custom panels up to 480 genes	Xenium Prime chemistry 5,000 genes Add on up to 100 genes
Compatible Species	Human Mouse Additional species with custom panels	Human Mouse
Compatible Samples	FFPE tissue Fresh frozen tissue Tissue microarray (TMA)	FFPE tissue Fresh frozen tissue Tissue microarray (TMA)
Throughput	2 Xenium slides per run (up to 472 mm² of tissue) ~3 days per run (+2 days with Xenium Protein subpanel add-on)	2 Xenium slides per run (up to 472 mm² of tissue) ~5 days per run
Same-Section Capabilities	Gene expression Protein (IF) Morphology (H&E) Xenium Protein subpanels	Gene expression Protein (IF) Morphology (H&E)

Our software

Our software is essential to accelerating the mastery of biology. As our portfolios unlock new levels of resolution and scale, they generate entirely new types of data at greater volumes and complexity than ever before. That scale has required an entirely new level of instrument software and firmware sophistication to make instruments like Xenium a possibility. *Cell Ranger*, introduced alongside our Chromium platform, has become a trusted scRNA-seq processing pipeline in scientific literature. We have extended the same principles of accessibility, scalability and reliability across all our platforms, ensuring that researchers can move from raw data to discovery with ease. Today, we provide a comprehensive and scalable software ecosystem that supports every stage of the research workflow, from experiment planning to data processing to visualization and exploration. By removing barriers to adoption, our tools help researchers generate high-quality data, achieve repeatable success and seamlessly scale their experiments. *Loupe Browser* (Chromium and Visium) enables intuitive single-cell, spatial and multiomic data visualization, helping researchers explore gene expression, cellular interactions and more—turning complex datasets into interactive insights that accelerate discovery. *Xenium Explorer* enables intuitive in situ data visualization, allowing researchers to explore subcellular gene expression, spatial organization and tissue-scale patterns with ease. It transforms complex imaging and transcriptomic data into interactive insights, accelerating discovery in spatial biology. Our goal is to expand this ecosystem through strategic partnerships that integrate powerful software tools designed to further democratize access to complex data analysis and accelerate the translation of biological insights into research and clinical advances.

Our market opportunity

We believe much of the $75 billion annual global life sciences research tools market is ultimately accessible to us due to our ability to answer a broad diversity of biological questions. We estimate a total addressable market of more than $21 billion annually, assuming every lab or company in the global life sciences research tools market were to adopt our solutions at spend levels comparable to our existing users. We estimate a serviceable addressable market of more than $13 billion annually,

assuming every lab or company in the global life sciences research tools market that is currently using single cell, spatial or adjacent research techniques were to adopt our solutions at spend levels comparable to our existing users. We also expect to pursue additional opportunities that may further expand our opportunity, including new versions and potential applications of our single cell, spatial and in situ technologies in the future. Our estimates are based on our own and third-party analyses of our potential opportunities. See the section titled "*Risk Factors — The size of the market for our solutions may be smaller than estimated and new opportunities may not develop as quickly as we expect, or at all, limiting our ability to successfully sell our solutions."*

Research and development

The success of our products is founded on how we approach product development. We work closely with our customers, many of whom are thought leaders in genomics and medicine, to identify future frontiers and unmet needs. Once we identify the correct opportunities, which we create through both organic development by our in-house teams and targeted acquisitions of technologies that accelerate our ability to bring new products and new versions of existing products to researchers, we have the discipline to focus on execution and have a track record of bringing successful products across multiple portfolios to market. Multidisciplinary, cross-functional collaboration and technological innovation are central to our product development process. Our employees are deeply scientifically oriented, having the relevant scientific expertise embedded not only within research and development, but also within the management team and throughout the company. We have built teams with deep expertise across diverse disciplines including chemistry, molecular biology, microfluidics, hardware, computational biology and software engineering. We plan to focus our research and development efforts on improving the performance of our existing technologies, developing new solutions and new versions of existing solutions for our portfolios, improving and developing new capabilities for our instruments, developing combined software and workflows across multiple solutions and investigating and developing new technologies.

Commercial organization and strategy

Since launching our first product in mid-2015, we have expanded our commercial operations and now sell our products in over 50 countries. Our customers primarily include academic, government, biopharmaceutical, biotechnology and other institutions focused on life sciences research. We sell our products primarily through our own direct sales force in North America and certain regions of Europe. As of December 31, 2025, our commercial organization consisted of 473 full time employees, many with PhD degrees and many with significant industry experience. We sell our products through third-party distributors in certain regions of Asia, Europe, Oceania, North America, South America, the Middle East and Africa.

Sales to academic and government institutions represent the largest portion of our direct sales revenue. We expect that sales to biopharmaceutical companies will represent a growing proportion of our revenue in the future. For the years ended December 31, 2025 and 2024, no single customer, including distributors, represented greater than 10% of our business.

Our sales and marketing efforts are targeted at the principal investigators, research scientists, department heads, research laboratory directors and core facility directors at leading academic institutions, biopharmaceutical companies and publicly and privately funded research institutions who control buying decisions. We increase awareness of our products among our target customers through direct sales calls, trade shows, seminars, academic conferences, web presence, social media and other forms of marketing. We supplement these traditional marketing efforts by fostering an active online community of users of our products consisting of communities, forums and blogs with internally generated and user-generated content. We also provide education and training resources, both online and in person.

Suppliers and manufacturing

Our Pleasanton, California, Singapore and Taiwan manufacturing operations are ISO 9001:2015 certified, which covers design, development, manufacturing, distribution, service and sales. We obtain some components of our instruments and consumables from third-party suppliers. While some of these components are sourced from a single supplier, we have qualified second sources for some, but not all, of our components including critical reagents, enzymes and oligonucleotides. We believe that having dual sources for our components helps reduce the risk of a production delay caused by a disruption in the supply of a critical component. For further discussion of the risks relating to our third-party suppliers, see the section titled "*Risk Factors—Risks related to our business and industry—We and our customers are dependent on single source and sole source suppliers for some of the equipment, components and materials used in our products and in conjunction with our products and the loss of any of these suppliers could harm our business.*"

Consumables

The majority of our consumable products are manufactured at our facilities. These manufacturing operations include, among other operations, gel bead generation, surfactant synthesis and emulsion oil formulation, reagent formulation and tube filling, certain of our microfluidic chips, kit assembly and packaging as well as analytical and functional quality control testing.

Instruments

We outsource manufacturing for our Chromium, Visium and Xenium instruments to qualified contract manufacturers who have represented to us that they maintain ISO 13485 certification. We perform optical and final assembly, instrument integration and testing of our Xenium instrument in-house.

Human Capital

At 10x, our success begins with our people. We are led by a talented, global and diverse team of scientists, software developers and subject matter experts who help drive adoption of our products and support our vision. We have built a multidisciplinary team with talent and expertise across a diverse set of areas such as chemistry, molecular biology, microfluidics, clinical applications, hardware, computational biology and software engineering, and have supplemented this diverse technical experience with our operational team with expertise in manufacturing, legal, sales, marketing, customer service, human resources and finance. As of December 31, 2025, we employed a total of 1,178 individuals, 822 of whom were employed in the United States and 356 of whom were employed outside the United States.

As of December 31, 2025, our employees included 332 in research and development, 473 in sales, marketing and support, 185 in general and administrative and 188 in manufacturing, many of whom hold PhDs in their respective disciplines. Additionally, most of our senior management team and the members of our board of directors hold PhDs and/or other advanced degrees. Our Company's scientific expertise is therefore embedded within the management team and throughout the organization, and our employees are highly motivated by our mission. We emphasize employee development and training, and aim to provide employees with competitive compensation.

We have never experienced a work stoppage. In addition, none of our U.S. employees are represented by a labor union or covered under a collective bargaining agreement. In our international territories, apart from standard industry-wide labor unions and compulsory collective bargaining agreements, none of our employees are represented by a labor union or subject to a collective bargaining agreement. We consider our relationship with our employees to be positive.

Competition

The life sciences industry is highly competitive. Companies, both established and early stage, have introduced products for, among other things, genomics analysis, single cell analysis, spatial analysis and in situ analysis. Additional companies have released or indicated that they are designing, manufacturing and marketing products to compete with us or that they intend to do so in the future. Some of these companies may have substantially greater financial and other resources than we do, including larger research and development staff or larger, more established marketing, distribution, service and sales organizations. In addition, they may have greater name recognition than we do. Other competitors are in the process of developing novel technologies for the life sciences market which may lead to products that rival or replace our products. We expect new competitors to continue to emerge and the intensity of competition to continue to increase.

We believe we are differentiated from our competitors for many reasons, including the capabilities and performance of our products, our advanced proprietary technologies protected by substantial intellectual property, our rigorous product development processes and scalable infrastructure and our superior customer experience and multidisciplinary teams.

For further discussion of the risks we face relating to competition, see the section titled "*Risk Factors—Risks related to our business and industry—Our industry is highly competitive. If we fail to compete effectively, our business and operating results will suffer*."

Government regulation

The development, research, testing, manufacturing, marketing, post-market surveillance, distribution, packaging, import, export, sales, advertising, promotion and labeling of medical devices are subject to regulation in the United States by the U.S. Food and Drug Administration ("FDA") under the Federal Food, Drug, and Cosmetic Act ("FDC Act") and outside the United States by comparable state and international agencies such as the national competent authorities of the European Union ("EU") member states and the Medicines and Healthcare products Regulatory Agency ("MHRA") in the United Kingdom. The FDC Act defines a medical device to include, among other things, any instrument, apparatus, implement, machine, contrivance, implant, in vitro reagent or other similar or related article, including any component part or accessory, which is (1) intended for use in the

diagnosis of disease or other conditions, or in the cure, mitigation, treatment or prevention of disease, in man or other animals, or (2) intended to affect the structure or any function of the body of man or other animals and which does not achieve any of its primary intended purposes through chemical action within or on the body of man or other animals and which is not dependent upon being metabolized for the achievement of any of its primary intended purposes. Pursuant to its authority under the FDC Act, the FDA has jurisdiction over medical devices, which are defined to include, among other things, in vitro diagnostic devices ("IVDs"). In the EU, until May 25, 2022, IVDs were regulated by Directive 98/79/EC ("EU IVDD"), which has been repealed and replaced by Regulation (EU) No 2017/746 ("EU IVDR"). The EU IVDR establishes a modernized and more robust EU legislative framework, with the aim of ensuring better protection of public health and patient safety. Unlike the EU IVDD, the EU IVDR is directly applicable in all EU member states without the need for member states to implement into national law. This aims at reducing the risk of discrepancies in interpretation across the different European markets. The EU IVDR became applicable on May 26, 2022 but there is a tiered system extending the grace period for many devices (depending on their risk classification) before they have to be fully compliant with the regulation. The EU IVDR defines an IVD as "any medical device which is a reagent, reagent product, calibrator, control material, kit, instrument, apparatus, piece of equipment, software or system, whether used alone or in combination, intended by the manufacturer to be used in vitro for the examination of specimens, including blood and tissue donations, derived from the human body, solely or principally for the purpose of providing information on one or more of the following: (a) concerning a physiological or pathological process or state; (b) concerning congenital physical or mental impairments; (c) concerning the predisposition to a medical condition or a disease; (d) to determine the safety and compatibility with potential recipients; (e) to predict treatment response or reactions; (f) to define or monitor therapeutic measures." National competent authorities of the EU member states enforce compliance with medical devices (including IVDs) requirements. The EU rules are generally applicable in the European Economic Area ("EEA") (which consists of the 27 EU member states plus Norway, Liechtenstein and Iceland). Since January 1, 2021, the MHRA has become the sovereign regulatory authority responsible for the Great Britain (i.e., England, Wales, and Scotland) IVD market and the EU regulatory regime for IVDs no longer applies in Great Britain. Under the terms of the Ireland/Northern Ireland Protocol, the EU regulatory requirements continue to apply to IVDs placed on the Northern Ireland market. Consequently, the regulatory framework for IVDs in Great Britain continues to be broadly based on the requirements of the EU IVDD as implemented into national law by the Medical Devices Regulation 2002.

We believe that our current products are not medical devices within the meaning of the FDC Act and foreign regulations applicable in countries where we market our products, such as the EU IVDR in the EU, but we nevertheless market our products for research use only ("RUO"). IVDs that are marketed for RUO are not intended for use in a clinical investigation or for clinical diagnostic use outside an investigation and must be labeled "For Research Use Only. Not for use in diagnostic procedures." Products that are intended for RUO and are properly labeled as RUO are exempt from compliance with the FDA's requirements applicable to medical devices more generally, including the requirements for clearance or approval and compliance with manufacturing requirements known as the Quality System Regulation. In the EU, the EU IVDR clearly indicates that it does not apply to "products or general laboratory use or research-use only products, unless such products, in view of their characteristics, are specifically intended by their manufacturer to be used for in vitro diagnostic examination," and that "a device intended to be used for research purposes, without any medical objective, shall not be deemed to be a device for performance study." To be categorized as an RUO product, the product must have no intended medical purpose or objective. Consequently, products labeled as RUO are essentially not subject to compliance with the EU IVDR requirements such as conformity with general safety and performance requirements laid down in the EU IVDR. Depending on the products in question, other regulations may be applicable to the RUO products. A product labeled RUO but intended to be used diagnostically may be viewed by the FDA or foreign authorities as adulterated and misbranded under the FDC Act or foreign regulations and subject to FDA or foreign authorities enforcement action. The FDA or foreign authorities may consider the totality of the circumstances surrounding distribution and use of an RUO product, including how the product is marketed, when determining its intended use.

Although we currently market our products as RUO, we may in the future develop products intended to be used for clinical or diagnostic purposes, which would result in the application of a more onerous set of FDA and foreign regulatory requirements. Generally, unless an exemption applies, each new or significantly modified medical device we may seek to commercially distribute in the United States will require either a premarket notification to the FDA requesting permission for commercial distribution under Section 510(k) of the FDC Act, also referred to as a 510(k) clearance, or approval from the FDA of an application for premarket approval ("PMA"). In the EU, there is currently no premarket government review of medical devices (including IVDs). However, all IVDs placed on the EU market must meet general safety and performance requirements laid down in Annex I to the EU IVDR including the requirement that an IVD must be designed and manufactured in such a way that, during normal conditions of use, it is suitable for its intended purpose. IVDs must be safe and effective and must not compromise the clinical condition or safety of patients, or the safety and health of users and, where applicable, other persons, provided that any risks which may be associated with their use constitute acceptable risks when weighed against the benefits to the patient and are compatible with a high level of protection of health and safety, taking into account the generally acknowledged state of the art. Compliance with general, safety and performance requirements of the EU IVDR is a prerequisite for European conformity marking ("CE mark") without which IVDs cannot be marketed or sold in the EU. The 510(k) clearance, PMA and CE mark processes can be resource intensive, expensive and lengthy, and require payment of significant (user) fees. Medical devices are

also subject to post-market requirements. Failure to comply with applicable regulations can result in enforcement actions such as warning letters, fines, injunctions, civil or criminal penalties, termination of distribution, recalls or seizures of products, delays in the introduction of products into the market, total or partial suspension of production, refusal to grant future clearances, approvals or certifications or withdrawals or suspensions of existing clearances, approvals or certifications. For further discussion of the risks relating to government regulation, see the sections titled "*Risk Factors—Risks related to our regulatory environment and taxation.*"

Intellectual property

Our success depends in part on our ability to obtain, maintain, enforce and defend intellectual property rights owned or licensed to us that are directed to our products and technology. We utilize a variety of intellectual property protection strategies, including patents, trademarks, trade secrets, copyright and other methods of protecting proprietary information. Worldwide we own or exclusively in-license over 1,598 issued or allowed patents and 1,123 pending patent applications as of December 31, 2025. We also license additional patents on a non-exclusive and/or territory restricted basis.

We seek trademark registration to protect key trademarks such as our 10X, 10X GENOMICS, CHROMIUM, VISIUM and XENIUM marks, however, we have not yet registered all of our trademarks in all of our current and potential markets. We own registered trademarks on 10X GENOMICS and product related brand names in the United States and worldwide.

Pursuant to certain license agreements, we in-license rights under certain U.S. and foreign patents and patent applications from third parties directed to our products and technology. Some of these agreements grant us an exclusive right to practice the licensed intellectual property rights in a specific field and/or territory, and are subject to customary restrictions. We may also be obligated to pay our licensors certain milestones, royalties and/or other contingent payments. Subject to customary termination rights, such exclusive license agreements typically will expire upon the last valid claim included in the licensed patents expires or, in some cases, upon our failure to achieve specified sales volume thresholds or other milestones. Certain of these agreements also require that any products that are covered by the licensed patents be substantially manufactured in the United States.

In September 2013, we entered into an exclusive license agreement with the President and Fellows of Harvard University ("Harvard"), pursuant to which we in-license exclusive, worldwide rights under certain of Harvard's patents and patents applications in the field of sequencing sample preparation and single cell analysis ("Harvard Agreement"). Subject to the terms of the Harvard Agreement, we are required to pay Harvard a low single-digit royalty percentage, based on the net revenue of certain products that are covered by the patents and patent applications licensed under the Harvard Agreement, payable until the last to expire of the valid claims included in such licensed patents and patent applications. The Harvard Agreement is projected to expire in 2034.

In September 2020, we entered into an exclusive license agreement with The Board of Trustees of the Leland Stanford Junior University ("Stanford"), pursuant to which we in-license exclusive, worldwide rights under certain of Stanford's patents and patents applications directed to ATAC-seq technology in all field of use ("Stanford Agreement"). Subject to the terms of the Stanford Agreement, we are required to pay Stanford a low single-digit royalty percentage based on the net revenue of certain ATAC-seq products that are covered by the patents and patent applications licensed under the Stanford Agreement, payable until the last to expire of the valid claims included in such licensed patents and patent applications. The initial exclusivity period of the Stanford Agreement ended in 2025, and the Company exercised its option to extend the exclusivity period for an additional one-year term. We have the right to extend for additional one-year terms if we meet certain minimum sales thresholds. If we fail to extend the exclusivity period, we retain a non-exclusive license under the licensed patents and patent applications. The Stanford Agreement is projected to expire in 2038.

We made aggregate royalty payments under the Stanford Agreement and Harvard Agreement, collectively, of approximately $3.7 million in 2025 and $5.9 million in 2024. We expect such payments to decrease in 2026.

The patents we own expire beginning in 2030 and the patents we exclusively in-license expire beginning in 2028.

We intend to pursue additional intellectual property protection to the extent we believe it would be beneficial and cost-effective. We cannot provide any assurance that any of our current or future patent applications will result in the issuance of patents, or that any of our current or future issued patents will effectively protect any of our products or technology from infringement or prevent others from developing, manufacturing or commercializing products or technology that infringe, breach or violate our intellectual property rights.

For further discussion of the risks relating to intellectual property, see the sections titled "*Risk Factors—Risks related to our intellectual property, information technology and data security*" and "*Risk Factors—Risks related to litigation and our intellectual property.*"

Data Privacy and Security

Numerous state, federal and foreign laws, regulations and standards govern the collection, use, access to, confidentiality and security of health-related and other personal information, and could apply now or in the future to our operations or the operations of our partners. In the United States, numerous federal and state laws and regulations, including data breach notification laws, health information privacy and security laws and consumer protection laws and regulations govern the collection, use, disclosure, and protection of health-related and other personal information. In addition, certain foreign laws govern the privacy and security of personal data, including health-related data. Privacy and security laws, regulations and other obligations are constantly evolving, may conflict with each other to complicate compliance efforts, and can result in investigations, proceedings or actions that lead to significant civil and/or criminal penalties and restrictions on data processing.

Corporate information

We were incorporated in the State of Delaware on July 2, 2012 under the name Avante Biosystems, Inc. We changed our name to 10X Technologies, Inc. in September 2012 and to 10x Genomics, Inc. in November 2014. Our principal executive offices are located at 6230 Stoneridge Mall Road, Pleasanton, California 94588, and our telephone number is (925) 401-7300. We completed our initial public offering in September 2019, and our Class A common stock is listed on the Nasdaq Global Select Market under the symbol "TXG."

Available information

Our website is located at https://www.10xgenomics.com, and our investor relations website is located at https://investors.10xgenomics.com. We have used, and intend to continue to use, our investor relations website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. The following filings are available through our investor relations website as soon as reasonably practicable after we file them with, or furnish them to, the Securities and Exchange Commission ("SEC"): Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our Proxy Statement for our annual meeting of stockholders. These filings are also available for download free of charge through a link on our investor relations website. The SEC also maintains an internet website at www.sec.gov that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The contents of these websites are not incorporated into this filing. Further, our references to the URLs for these websites are intended to be inactive textual references only.

Item 1A. Risk Factors.

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this Annual Report including our financial statements and the related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations," before deciding whether to invest in our Class A common stock. The occurrence of any of the events or developments described below could harm our business, financial condition, results of operations, cash flows and prospects. In such an event, the market price of our Class A common stock could decline and you may lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and the market price of our Class A common stock. In addition, you should consider the interrelationship and compounding effects of multiple risks occurring simultaneously.

Summary Risk Factors

Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows and prospects. These risks are discussed more fully below and include, but are not limited to, risks related to:

Risks related to our business and industry:

- Fluctuations in our operating results due to a variety of factors;
- Our dependency on the availability of funding, including government funding, to and research and development spending by research institutions;
- Our ability to compete effectively;
- Our pricing strategy;
- Our ability to develop new products or new versions of existing products and enhance the capabilities of our existing products;

- Our ability to effectively manage product transitions and forecast customer demand, including for both existing and newly introduced products, including the risk that new products or new versions of existing products cannibalize or adversely affect the sales of our existing products;
- Our strategy to enter the clinical and diagnostic markets;
- Trade tariffs, import restrictions, export restrictions, Chinese regulations or other trade barriers;
- Our ability to increase penetration into our existing customer segments and to maintain and increase the effectiveness of our commercial organization;
- The size of the market for our solutions;
- Our ability to generate sufficient revenue, to attain cash flows from operating activities in excess of our capital investment requirements and to achieve and maintain profitability;
- The complexity of data generated by our products;
- Our ability to consistently manufacture our products to necessary specifications in necessary quantities and at acceptable cost and performance level;
- Our dependency on revenue generated from the sale of our Chromium solutions;
- Doing business internationally, including in China and elsewhere in the Asia-Pacific region, and exposure to interest and foreign currency exchange rates;
- The ability of suppliers to meet our needs and the needs of our customers;
- The complexity of our operations and manufacturing our products, including in sourcing raw materials and preventing errors and defects in our solutions;
- Our limited operating history, losses since inception, fluctuations in revenue and management of growth; and
- The success of our products in achieving and sustaining scientific acceptance and generating revenue.

Risks related to our regulatory environment and taxation:

- Our products could become subject to more onerous government regulation by the FDA or other regulatory agencies;
- Changes in tax laws or regulations that are applied adversely to us or our customers; and
- Ethical, legal, privacy and social concerns or governmental restrictions surrounding the use of the genomic and multiomic information and gene editing.

Risks related to our intellectual property, information technology and data security:

- Our ability to obtain, maintain and protect our intellectual property rights; and
- Our dependence on certain intellectual property rights that are licensed to us.

Risks related to litigation and our intellectual property:

- Our potential involvement in lawsuits in connection with intellectual property rights; and
- Our ability to effectively protect and enforce our intellectual property rights.

Risks related to ownership of our Class A common stock:

- The multi-class structure of our common stock; and
- The requirement of our bylaws that the State of Delaware is the exclusive forum for substantially all disputes between us and our shareholders.

General risks:

- Our ability to meet our publicly announced guidance or other expectations about our business; and
- The volatility of the market price of our Class A common stock.

The summary risk factors described above should be read together with the text of the full risk factors below in this section titled "*Risk Factors*" and the other information set forth in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes, as well as in other documents that we file with the SEC. The risks summarized above or described in full below are not the only risks that we face. Additional risks and uncertainties not precisely known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition, results of operations and future prospects.

Risks related to our business and industry

Our operating results have in the past fluctuated significantly and may continue to fluctuate significantly in the future, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide.

Our quarterly and annual operating results may fluctuate significantly, which makes it difficult for us to predict our future operating results. These fluctuations may occur due to a variety of factors, many of which are outside of our control, including, but not limited to:

- delays in, changes in terms of, reductions of or cancellations of U.S. academic and government research funding of life sciences research, generally, or of research projects which utilize or could utilize our solutions, specifically, or other changes that impact budgets, budget cycles, seasonal or other spending patterns or the operations of our customers or the institutions that fund them, including potential freezes of, reductions in or reduced availability of U.S. academic and government research funding, including funding from the National Institutes of Health ("NIH") or other sources for our customers;
- the effects of competition, including competition with both new and existing companies offering products that compete or intend to compete with our products and may offer performance, price or other advantages as well as researchers developing their own solutions;
- the timing and magnitude of our price changes, including the effects of potentially lower average selling prices for certain products as we expand our portfolio with lower-priced instruments and consumables;
- the success of our recently introduced and recently announced products and new versions of existing products, and our ability to generate revenue for such products, and the introduction of new products or product enhancements by us or others in our industry including the timing of such introductions, and the risk that the introduction of a new or enhanced product cannibalizes sales of our existing products or that we fail to effectively manage the transition from older to newer versions of our products;
- changes in volume and product mix, particularly from products with lower gross margins than other products that we sell, or changes in costs related to our instruments and consumables, including products which incur royalty payment obligations at higher rates than other products we sell;
- the success of our strategy to enter the clinical and diagnostic markets;
- fluctuations in demand for our products, which may vary significantly, our ability to accurately forecast demand, and our ability to increase penetration with our existing customers and to expand to new customers;
- trade tariffs, import restrictions, export restrictions, Chinese regulations or other trade barriers, including retaliatory measures taken by trade partners;
- changes in general market conditions and other factors, including factors unrelated to our operating performance or the performance of our competitors;
- the effects of inflation on us or our customers, manufacturers and suppliers, including increases in the cost of labor and materials, including as a result of tariffs imposed by the United States which are currently, or in the future, under consideration, proposed or enacted;
- modifications to our commercial processes and organization, including changes we made to our commercial processes and organization to increase effectiveness;
- excess capacity expenses and inventory write-downs;
- the timing and amount of expenditures (including success fees) related to litigation, as well as the outcomes of and related rulings in the litigation and administrative proceedings which may vary substantially from quarter to quarter;
- disruptions in customers' on-going experiments or interruptions in the ability of our customers to complete research projects;

- investment decisions we make with respect to the allocation of our resources, including regarding product development or to support our commercial organization;
- differences in purchasing patterns across our customer base or across our two portfolios and variances in consumables spending for each of our portfolios;
- the timing and amount of expenditures that we may incur to acquire, develop or commercialize additional products and technologies or for other purposes;
- risks related to our business and demand for our products in China and elsewhere in the Asia-Pacific region, including competition or other factors;
- the outcome of any current or future litigation or governmental investigations involving us or other third parties;
- higher than anticipated warranty costs;
- our ability and the ability of our partners to successfully manufacture our instruments and consumables in necessary quantities at necessary quality, including due to the impacts of supply chain disruptions, logistics, shipping and other distribution disruptions and labor shortages;
- shortages, delays, production problems, distribution and quality issues with the materials we purchase for manufacturing, which could impact our ability to manufacture and ship our instruments, consumables and related components;
- our inability or the inability of our customers to source our products or necessary equipment, components and materials used in our products or in conjunction with our products, including shortages of consumables or other components and materials used in gene sequencing (which occurred in 2024), because of issues with suppliers, including supply chain disruptions, logistics, shipping and other distribution disruptions and labor shortages;
- our dependence and the dependence of our customers on single source and sole source suppliers for some of the equipment, components and materials used in our products or in conjunction with our products;
- our ability to successfully integrate personnel, technology and other assets that we acquire into our company;
- difficulties encountered by our commercial carriers in delivering our instruments or consumables, whether as a result of external factors such as weather, customs or import processes, transportation bottlenecks, port lockdowns or slowdowns or fuel shortages or internal issues such as labor disputes or difficulties hiring and retaining adequate staffing;
- changes in customer payment timing trends including potential increases in the days sales outstanding (DSO);
- reductions in or other difficulties relating to staffing, capacity, shutdowns or slowdowns of laboratories and other institutions, such as reduced or delayed spending on instruments or consumables due to reductions in or other difficulties relating to staffing, capacity, shutdowns or slowdowns of laboratories and other institutions in which our instruments and solutions are used;
- expenses related to our facilities and real estate;
- our reputation or public perception of us;
- the impacts of geopolitical issues, infectious disease, epidemics or pandemics on our business operations and on the business operations of our customers, manufacturers and suppliers; and
- the other factors described in this "*Risk Factors*" section.

The cumulative effects of the factors discussed above could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Investors should not rely on our past results as an indication of our future performance.

This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors at any time. If our revenue or operating results fall below the expectations of analysts or investors or below any guidance we may provide, or if the guidance we provide is below the expectations of analysts or investors, the price of our Class A common stock could decline substantially. Such a stock price decline could occur even when we have met or exceeded any previously publicly stated guidance we may provide.

Our business is significantly dependent on researchers and institutions which rely heavily on U.S. academic and government funding, including NIH grants, and any delays, reductions, modification of the terms or cancellations of such funding, or other changes to the budgets, budget cycles, seasonal or other spending patterns or the operations of our customers or the institutions that fund them, could adversely affect our sales and financial performance.

A substantial portion of our revenue is derived from sales to academic institutions, research organizations and other entities that rely heavily on U.S. academic and government funding, including grants from the NIH and other government agencies or other funding sources. Government funding is subject to annual appropriations and budgetary constraints, and there is no assurance that such funding will continue at current levels or at all. Changes in U.S. academic and government budgets, priorities, policies or operations could result in delays, reductions or cancellations of funding for our customers' research. If researchers experience delays, reductions or cancellations in U.S. academic and government funding, or modifications of the terms or conditions of funding, they may reduce, delay or cancel their purchases of our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

Any changes in U.S. academic and government regulations, policies or operations that affect the terms of research funding could impact our customers' ability to secure funding and, consequently, the timing and demand for our products and services. For example, in February 2025, the NIH imposed a standard indirect rate of 15% across all NIH grants for indirect costs, defined as "facilities" and "administration," in lieu of a separately negotiated rate for indirect costs in every grant. Indirect costs represented $9 billion of the $35 billion in grants awarded by the NIH in 2023, which is more than 25% of total grant dollars awarded by the NIH. While in March 2025 the United States District Court for the District of Massachusetts issued a preliminary injunction halting the implementation, application or enforcement of the standard indirect rate, which injunction was upheld in January 2026 by the United States Court of Appeals for the First Circuit, the situation remains uncertain and our customers may face increased financial pressure due to this change or any future caps on indirect costs. The imposition of this cap, or other changes to grant terms, conditions or processes, including those related to the disbursement of funds, could lead to delayed, reduced or cancelled funding otherwise available for purchasing research supplies and equipment, thereby negatively impacting our sales.

In addition, various private, state, federal and international agencies that provide grants and other funding may be subject to budgetary or other constraints that could result in spending reductions, reduced grant making, reduced allocations or budget cutbacks, budget reprioritizations, delays or funding cancellations, which could jeopardize the ability of researchers to purchase our products. For example, congressional appropriations to the NIH have generally increased year-over-year in recent years, but the NIH also experiences occasional year-over-year decreases in appropriations. There is no guarantee that NIH appropriations will not decrease in the future. In January 2026, the United States Senate passed a package of budget bills which included a year-over-year increase in base discretionary funding for the NIH and the NIH's final appropriations remain uncertain. Further, in January 2025 the Office of Management and Budget (OMB) issued a memorandum "temporarily paus[ing] all activities related to obligation or disbursement of all Federal financial assistance..." which we believe had the effect of delaying or preventing certain of customers or potential customers from accessing grants or funding in 2025. Additionally, we believe changes to the operations of our customers or the institutions that fund them including reductions in staffing or reorganizations of U.S. academic and government funding institutions, including 2025 reductions in staffing and leadership changes at the NIH, have caused, and again in the future may cause, delays, reductions or cancellations of research spending, negatively impacting our sales. Fewer staff available to process, review and make decisions regarding funding requests or complete other funding-related activities could delay or prevent our customers from receiving necessary funding to purchase our products. Any cancellations or delays in the ability of NIH or other funding bodies to make and execute decisions to fund research which uses our products, including the cancellation or delay of scientific gatherings or panels such as NIH study sections, could delay or prevent researchers from purchasing our products or reduce their purchases, negatively impacting our financial results. A decrease in the amount of, or delay in the approval of, appropriations to or disbursements from the NIH or other funding organizations, such as the Medical Research Council in the United Kingdom, could result in less funding available for life sciences research or negatively affect the timing of purchases of our products. We believe delays, reductions, modification of the terms or cancellations of funding resulted, and in the future again could result, in a decrease in the aggregate amount of grants awarded or funding disbursed for life sciences research or the redirection of existing funding to other projects or priorities, which has caused, and may again in the future could cause, our customers and potential customers to reduce, delay or cancel purchases of our products. For example, in March 2025 the NIH terminated approximately seven hundred research grants totaling more than $2.4 billion that funded scientific research, including studies related to breast cancer, Alzheimer's disease and HIV prevention, among other topics. Our operating results may fluctuate substantially due to any such delays, reductions, modification of terms or cancellations.

In addition, actions by the federal government of the United States with respect to federal funding to research institutions who are or could be purchasers of our products may have a material adverse effect on our business, financial condition and results of operations. For example, in 2025 the United States government threatened to freeze or cancel billions of dollars of federal funding to multiple institutions, including certain of our customers. We believe these or similar actions, such as revoking the tax exempt status of research universities, have had, and again in the future could have, the effect of delaying, reducing or eliminating institutional funding available for research projects, which can in turn delay, limit or cancel purchases of our products by researchers at targeted institutions and negatively impact our revenue. Some institutions have responded to these risks of losing federal funding by implementing measures that could also have adverse impacts on our revenue, including hiring freezes, rescissions of offers of acceptance to academic programs, caps or additional scrutiny, processes or layers of approval required to authorize expenditures or limitations or reductions on capital expenditures which may delay or prevent purchases of our

instruments. Additionally, revocations of the visas or legal statuses of international students could negatively impact our revenue as some affected individuals may be current or potential users or purchasers of our products.

There is currently significant uncertainty regarding further delays, reductions, modification of the terms or cancellations of U.S. academic and government funding or other changes to the budgets, budget cycles, seasonal or other spending patterns or the operations of our customers or the institutions that fund them. Delays, reductions, cancellations, caps, reprioritizations or other changes to our customers' budgets, expenditures or operations could materially and adversely affect our business, operating results and financial condition.

Our industry is highly competitive. If we fail to compete effectively, our business and operating results will suffer.

We face significant competition. We currently compete with both established and early-stage companies that have introduced products for, among other things, genomics analysis, single cell analysis, spatial analysis and in situ analysis. We also compete with companies that offer existing tools and technologies for life science research, such as bulk sequencing, flow cytometry, PCR, immunofluorescence, immunohistochemistry and other imaging and cell-based assays, that are replaced by our products. There are additional companies, including both early stage and established, that have indicated that they are designing, manufacturing and marketing products to compete with us or that they intend to do so in the future. Some of these companies may have substantially greater financial and other resources than we do, including larger research and development staff or larger, more established marketing, distribution, service and sales organizations. In addition, they may have greater name recognition than we do. Established companies with multiple product lines may give away or sell products at a significant discount that compete with ours in order to drive adoption and usage of other products they sell. If we are forced to reduce the prices on our products in response, it could negatively impact our revenue and financial results.

In addition, other competitors are in the process of developing novel technologies which may lead to products that rival or replace our products. We expect new competitors to continue to emerge and the intensity of competition with both new and existing competitors to continue to increase.

We also face competition from researchers developing their own solutions. The area in which we compete involves rapid innovation and some of our customers have in the past, and more may in the future, elect to create their own platform or assays rather than rely on a third-party supplier such as ourselves. This is particularly true for the largest research centers and labs which are continually testing and trying new technologies, whether from a third-party vendor or developed internally. We also compete for the resources our customers allocate for purchasing a wide range of products used to analyze biological systems, some of which are additive to or complementary with our own but not directly competitive.

Our products may not compete favorably or be successful in the face of increasing competition from products and technologies introduced by our existing competitors, companies entering our segments or developed by our customers internally. In addition, our competitors may have or will in the future develop products or technologies that currently or in the future will enable them to produce competitive products with greater capabilities or at lower costs than ours or that are able to run comparable experiments at lower costs. Any failure to compete effectively could materially and adversely affect our business, financial condition and operating results.

Price reductions, discounting or future price changes may negatively impact our financial results if we are unable to achieve offsetting benefits.

We believe that price changes can affect purchasing decisions by our customers and potential customers. We expect average selling prices for certain products to decline over time as we expand our portfolio with lower-priced instruments and consumables. While we believe these actions will drive increased customer adoption, they will also result in lower revenue per unit sold. While we plan to offset these reductions through increased sales volume, operational cost savings and improved operating leverage, our ability to do so will be dependent upon whether our customers increase their usage of our products, and there can be no assurance that these offsetting measures will be successful or will occur in the same time period as the price reductions. We may experience corresponding increases in demand or customers may push out purchases to future periods in anticipation of future product introductions or price reductions or discounting, which would negatively impact our financial results.

If we are unable to fully offset the impact of lower cost of experiments or lower pricing or discounting through these initiatives, our revenue, gross margins, operating income and overall financial results could be adversely affected. The negative impact could be particularly pronounced if:

- the anticipated increase in sales volume fails to materialize or is lower than expected;
- our cost reduction and efficiency initiatives do not generate the projected savings;
- competitive pressures require us to implement price reductions more extensively or rapidly than planned;
- we experience delays in implementing operational improvements and cost control measures; or
- macroeconomic conditions or other factors negatively impact customer demand or purchasing patterns.

The success of our pricing strategy depends on numerous factors, many of which are outside our control. If we are unable to successfully execute our pricing strategy while maintaining our profitability, our business, financial condition, results of operations and prospects may be materially and adversely affected.

We may not be able to develop new products or new versions of existing products, enhance the capabilities of our existing products to keep pace with rapidly changing technology and customer requirements or successfully manage the transition to new product offerings, any of which could have a material adverse effect on our business and operating results.

Our success depends on our ability to develop new products, new versions and applications for our technology while improving the performance and cost-effectiveness of our existing products, in each case in ways that address current and anticipated customer requirements. Such success is dependent upon several factors, including feasibility, competition among our products for Company resources and in customer purchasing decisions, functionality, competitive pricing and integration with existing and emerging technologies. The development timelines of certain potential new products or new versions may be delayed or precluded due to prioritization of other new products or versions. New technologies, techniques or products offered by others could emerge that might offer better combinations of price and performance or better address customer requirements as compared to our current or future products or in some cases our own new products or new versions of existing products could erode sales or supplant the demand for other products we sell. In addition, while we have invested, and expect to continue to invest, significantly in research and development and the commercialization of both new products and new versions of existing products, investment decisions we make or have made with respect to the allocation of our substantial but finite resources, including regarding product development or to support our commercial organization, may not be successful or realize their anticipated benefits.

Existing and potential customers for our current and future products, including customers interested in genomics, single cell analysis, spatial analysis or in situ solutions, are accustomed to rapid technological change and innovation. Competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Due to the significant lead time involved in bringing a new product or version to market, we are required to make a number of assumptions and estimates regarding the technical or commercial feasibility of a new product or version, including assumptions and estimates regarding our or our partners' ability to design and manufacture potential solutions, the biological analytes that researchers will want to measure, the appropriate method of measuring such analytes, how researchers intend to use the resulting data and the scope and type of data that will be most useful to researchers. As a result, it is possible that we may fail to introduce certain products which we intended (and in some cases may have publicly announced our intention) to bring to market or we may introduce a new product or a new version of an existing product that fails to meet the performance or price expectations of our customers, uses technologies or methods of analysis that have been displaced by the time of launch, competes with one or more of our other products in a way which harms our business, addresses an opportunity that no longer exists or is smaller than anticipated, targets biological analytes or produces data that provides less utility to researchers than anticipated or otherwise is not competitive at the time of launch. Additionally, even if we are successful in introducing new products or new versions of existing products which are embraced by our customers and the research community, such introductions may result in decreased demand for our existing products which are not offset by increases in demand for our new products or versions, at least temporarily. Our revenues may suffer while customers transition their research to utilize our new products or new versions of existing products, as such transitions can be lengthy and require significant time to reach purchasing levels equivalent to those of our existing products.

Because our Chromium and Visium solutions are used with third-party sequencers to conduct an experiment, we also expect competition from third-party sequencer manufacturers as researchers and labs look to reduce the total cost of any given experiment. For example, if a third-party sequencer manufacturer were successful in providing functionality akin to our products, they potentially could be able to deliver a solution that is capable of running comparable experiments with a total experiment cost that would be less than the cost of running such experiments using our products together with third-party sequencers. The integration of competing products with sequencing products could also create a "stickiness" effect advantaging such a third-party sequencer manufacturer, where a potential 10x customer could choose a competing product due to perceived or actual ease of use, simplified workflow or lower overall cost.

Conversely, if genome sequencing falls out of favor as a preferred approach for genomic research, whether through the development of alternative solutions or real or perceived problems with sequencing itself or if our Chromium and Visium products are not compatible with third-party sequencers used by our customers or potential customers, the utility of our products which are used in conjunction with third-party sequencers could be significantly impacted. It is critical to our success that we anticipate changes such as these in technology and customer requirements and successfully introduce new, enhanced and competitive technologies to meet our customers' and prospective customers' needs on a timely and cost-effective basis. If we do not successfully innovate and introduce new technology into our product lines, our business and operating results will be adversely impacted.

Our ability to attract new customers and increase revenue from existing customers depends in large part on our ability to enhance and improve our existing solutions and to introduce compelling new solutions. The success of any enhancement to our solutions

depends on several factors, including technical specifications, timely completion and delivery, competitive pricing and features, adequate quality testing, integration with existing technologies and overall market acceptance. Any new solution that we develop may not be introduced in a timely or cost-effective manner, may contain errors, vulnerabilities or bugs, or may not achieve the market acceptance necessary to generate significant revenue. If we are unable to successfully develop new solutions, enhance our existing solutions to meet customer requirements or expectations, or otherwise gain market acceptance, our business, results of operations and financial condition could be harmed.

Our ability to attract new customers and increase revenue from existing customers also depends on our ability to deliver any enhanced or new solutions to our customers in a format where they can be easily and consistently deployed by most or all users without significant customer service or training. If our customers believe that deploying our enhanced or new solutions would be overly time-consuming, confusing or technically challenging, or require significant training or retraining, then our ability to grow our business would be substantially harmed. We aim to create and deliver repeatable, user-friendly, prescriptive approaches to deployment that allow users of all kinds to effectively and easily deploy our solutions, and if we fail to do so, our business and results of operations could be harmed.

The typical development cycle of new life sciences products or new versions of existing products can be lengthy and complicated and may require new scientific discoveries or advancements and complex technology and engineering. Such developments may involve external suppliers and service providers, making the management of development projects complex and subject to risks and uncertainties regarding timing, timely delivery of required components or services and satisfactory technical performance of such components or assembled products.

Our failure to effectively manage product transitions or accurately forecast customer demand could result in excess or obsolete inventory and resulting charges.

Because the market for our products is characterized by rapid technological advances, we frequently introduce new products or new versions of existing products designed for improved ease-of-use, improved performance or additional features and functionality. At times, we preannounce products and services, in some cases before such products and services have been fully developed or tested, and risk failing to meet expectations when and if such products and services become available. The risks associated with the introduction of new products or new versions include the difficulties of predicting customer demand and effectively managing inventory levels to ensure adequate supply of the new product or new versions and avoiding excess supply of the legacy product, including legacy versions of our instruments which are supplanted by new versions. For example, we recorded charges of $26.5 million and $11.3 million in 2025 and 2024 related to excess and obsolete inventory. In addition, in the past supply chain disruptions, logistics, shipping and other distribution disruptions and labor shortages have made it more difficult to predict customer demand and effectively manage inventory levels for our instruments and consumables. At times the risk that we will not be able to source the necessary equipment, components and materials to manufacture our products led us, and may again lead us, to carry higher inventory. Further, differences in purchasing patterns across our customer base could negatively impact our ability to accurately forecast demand.

We may strategically enter into non-cancelable commitments with vendors to purchase materials for our products in advance of demand to take advantage of favorable pricing, address concerns about the availability of future supplies or build safety stock to help ensure customer shipments are not delayed should we experience higher than anticipated demand for materials with long lead times. During periods of decreased demand, which in the past have occurred and which may occur again, these non-cancelable commitments could result in additional inventory-related charges.

These factors may result in excess or obsolete inventory charges adversely impacting our financial results and condition.

Our business currently depends significantly on research and development spending by research institutions, a reduction in which could limit demand for our products and materially and adversely affect our business and operating results.

A large portion of our revenue comes from sales of Chromium, Visium and Xenium products to research institutions. As a result, the demand for our products will depend upon research priorities and purchasing patterns of these customers, the ability of such customers to adequately staff, access and utilize labs and conduct research, the research and development budgets of these customers and the ability of such customers to receive funding for research, all of which are impacted by factors beyond our control, such as:

- decreases or delays in funding of research and development;
- competitor product offerings or pricing, including product bundling;
- changes in our customers' research priorities;
- scientists' and customers' opinions of the utility of our products or services;

- delays in spending while customers or potential customers assess and validate newly introduced products or versions of our products prior to purchasing;
- market-driven pressures to consolidate operations and reduce costs;
- market acceptance of relatively new technologies, such as ours;
- changes in, restrictions upon, availability of, delays or interruptions to funding or other incentives for our customers including administrative or other delays in funding or incentive award processes, changes in the amount of funds or other incentives allocated to different areas of research, changes that have the effect of increasing the length of the funding or incentive award process;
- macroeconomic conditions including regional, national or global economic downturns, inflation, interest rate or currency fluctuations, trade policies and tariffs, regulatory changes, political instability, labor market conditions, supply chain disruptions and technological changes;
- our inability or the inability of our customers to source products or necessary equipment, components and materials used in our products or in conjunction with our products because of issues with suppliers or distribution networks, including supply chain disruptions, logistics, shipping and other distribution disruptions and labor shortages;
- citation of new products, new versions of existing products or services in published research;
- changes in the regulatory environment;
- differences in budgetary cycles;
- risks related to our business in China and elsewhere in the Asia-Pacific region, including macroeconomic conditions, local competition or other factors; and
- reductions in or other difficulties relating to staffing, capacity, slowdowns or shutdowns of laboratories or other institutions in which our solutions are used, including reduced or delayed spending on instruments or consumables due to reductions in or other difficulties relating to staffing, capacity, slowdowns or shutdowns of laboratories or other institutions in which our solutions are used.

If we are unable to successfully execute our strategy to enter the clinical and diagnostic markets, our business and growth prospects could be materially and adversely affected.

Our strategy to enter the clinical market exposes us to risks distinct from our core RUO business. We or the potential users of our products may fail to correctly identify commercially viable disease indications, select the optimal business model between diagnostic services and distributed products, or manage collaborations with partners whose economic interests may not align with ours. Commercial success requires balancing assay sensitivity and accuracy with competitive pricing, and our pricing strategy may not be successful. Technical failures, such as false positives or negatives, could trigger product recalls, liability claims and regulatory enforcement actions against us, our customers or potential customers or other third parties. We may be unable to navigate evolving FDA or CLIA requirements, or fail to secure necessary coverage and reimbursement from federal programs and private payers. Clinical compliance failures could damage our reputation. Any of these risks, alone or in the aggregate, could materially and adversely affect our financial condition and operating results.

Products intended for clinical use are subject to more onerous and complex regulations, including those from the FDA, European regulatory bodies and state-level licensing for services, such as Clinical Laboratory Improvement Amendments ("CLIA"). We may not be able to obtain or maintain necessary approvals, clearances, or certifications for our products or for developing internal CLIA lab capabilities. The regulatory process is costly, time-consuming, and uncertain, which could delay or prevent the commercialization of new clinical products and services. The diagnostic and clinical markets are highly competitive and dominated by companies with extensive experience in regulatory compliance, reimbursement and clinical sales channels. Our products may not achieve the necessary clinical adoption, obtain favorable reimbursement coverage or compete effectively against established or future clinical offerings. Our products may not successfully facilitate the targeting of disease indications. Failure to comply with clinical regulations or adverse events related to our products in a clinical setting could severely damage our reputation, not only in the clinical market but also in our core RUO business. We may be unsuccessful in implementing our strategy to participate in clinical markets; our clinical strategy may fail to meet our or our investors' expectations. Such failures could adversely impact our operating results.

Trade tariffs, import restrictions, export restrictions, Chinese regulations or other trade barriers may materially harm our business.

In recent years, we have expanded our international operations as part of our growth strategy and have experienced an increasing concentration of sales in certain regions outside the United States, including in the Asia-Pacific region. For the years ended

December 31, 2025 and 2024, sales outside of North America constituted a substantial component of our total sales revenue and our largest markets outside of North America were China and Germany. There is currently significant uncertainty about the future relationship between the United States and its trade partners, most significantly China, with respect to trade policies, treaties, government regulations and tariffs and the United States has implemented and is considering additional new tariffs or other restrictions on goods from a number of other countries.

This has subjected and may in the future subject our business to retaliatory measures taken by trade partners, including China, the European Union or other countries or international organizations which have had and may in the future have an adverse impact on our financial results. Such measures have and could in the future include restrictions on our ability to sell or import our products into other countries or increase the prices of our products. For example, in 2025, the United States implemented significant new tariffs on foreign imports impacting multiple countries, commodities and industries, and these new tariffs and export restrictions also prompted retaliatory tariffs and export restrictions from certain countries. Substantial uncertainty continues regarding additional tariff-related policy changes of the United States and other countries.

We face increased costs due to tariffs imposed by the United States on materials we purchase, which may negatively impact our financial results. These tariffs raise the cost of supplies and components we import, potentially leading to price increases for our products and affecting demand and competitive positioning. Additionally, tariffs could disrupt supply chains and exacerbate economic instability. If we cannot recover higher costs promptly, our margins and profitability may decline. Further tariffs could worsen these risks. Our business has been and may in the future could be adversely impacted by retaliatory trade measures taken by trade partners, which could materially harm our business, financial condition and results of operations. The nature of the disputes between the United States and its trade partners continues to evolve and our products could become subject to additional tariffs. Further, the continued threats of tariffs, trade restrictions and trade barriers could have a generally disruptive impact on the global economy and customer sentiment outside the United States, including increases in inflation and interest rates, and therefore negatively impact our sales. Given the relatively fluid regulatory environment between the United States and its trade partners and uncertainty how each will act with respect to tariffs, international trade agreements and policies, there could be additional tax or other regulatory changes in the future. Any such changes could directly or indirectly adversely impact our financial results and results of operations.

In the past, China's Ministry of Commerce ("MOFCOM") has added life science companies to MOFCOM's Unreliable Entity List, potentially in response to tariffs imposed by the United States. If China were to expand the Unreliable Entity List to include other life sciences companies including 10x, our business in China, which represented approximately ten percent of our total revenue in 2025, could be materially impacted or eliminated.

Further, in recent years the United States government has a renewed focus on export control matters. For example, the Export Control Reform Act of 2018 and regulatory guidance thereunder have imposed additional controls and may result in the imposition of further additional controls, on the export of certain "emerging and foundational technologies." Our current and future products may be subject to these heightened regulations, which could increase our compliance costs.

Trade actions, including the imposition of new, or changes in existing, tariffs, trade restrictions, trade barriers, export controls, antitrust investigations or retaliatory measures taken by trade partners in response to U.S. trade practices could adversely impact our business, financial condition and results of operations.

Our future success is dependent upon our ability to increase penetration in our existing customer segments.

Our customer base includes academic, government, biopharmaceutical, biotechnology and other institutions. Our success will depend upon our ability to increase our penetration among these customers, to expand to new customers and to expand our opportunities by developing and marketing new products as well as new versions of and new applications for existing products. We regularly introduce new versions of existing products, and our future success will partially depend on our ability to commercialize these products and gain customer acceptance of these products. We may not be able to further penetrate our existing customers or expand to new customers. Any failure to increase penetration with existing customers and expand to new customers could adversely impact our operating results.

Our past or future efforts to maintain and increase the effectiveness of our commercial organization may not succeed.

We have in the past needed to, and may in the future need to, identify, adopt and adhere to new or modified commercial processes to maintain and increase the effectiveness of our commercial organization. In 2024, we modified our commercial processes and organization to increase effectiveness. While we believe such changes served the long term best interests of the Company, we believe that in the short term these changes negatively impacted our financial results. There is no guarantee that modifications we have made or make in the future to our commercial processes and organization resulted or will result in increased effectiveness. If modifications to our commercial processes and organization do not result in increased effectiveness, our business, results of operations and growth prospects may be harmed.

Additionally, we may face difficulties identifying, recruiting, training and retaining qualified personnel to staff and manage our commercial organization. Certain of our products, certain customers or certain segments, including biopharmaceutical or translational segments, may require personnel with different skills or experience than those we currently employ in our commercial organization. For example, our restructuring left a number of territories without sales coverage, and we are hiring to fill those positions. We are also in the process of building a team of specialized commercial staff focused on sales of our Xenium products. If we are unable to quickly fill vacant roles and ramp new personnel, our financial results may be negatively impacted.

The size of the market for our solutions may be smaller than estimated and new opportunities may not develop as quickly as we expect, or at all, limiting our ability to successfully sell our solutions.

The demand for genomics products continues to evolve, making it difficult to predict with any accuracy the total potential demand for our solutions. Our estimates of the annual total addressable market and annual serviceable addressable market for our current and future solutions are based on a number of internal and third-party estimates and assumptions. In particular, our market estimates are based on assumptions regarding the size of the global life sciences research tools market, the number of labs and companies participating in such market and currently using single cell, spatial or adjacent research techniques and the anticipated spend levels of such potential customers were they to adopt our solutions. Underlying our market estimates are a number of estimates and assumptions, including the assumption that government or other sources of funding will continue to be available to life sciences researchers at times and in amounts necessary to allow them to purchase our solutions.

In addition, our growth strategy involves launching new solutions and expanding sales of existing solutions into new areas in which we have limited or no experience. We also expect to pursue additional opportunities that will further expand our opportunity, including new products and new potential applications of our single cell, spatial and in situ technologies in the future. Sales of new or existing solutions into new opportunities may take several years to develop and mature and we cannot be certain that these opportunities will develop as we expect. For example, new life sciences technology is often not adopted until a sufficient amount of research conducted using such technology has been published in peer-reviewed publications. Because there can be a considerable delay between the launch of a new life sciences product, new version or a new application of an existing life science product and publication of research using such product, new life sciences products, versions or applications do not generally contribute a meaningful amount of revenue in the year they are introduced. In certain situations, new life sciences products, versions or applications, even if sufficiently covered in peer-reviewed publications, may not be adopted until the consistency and accuracy of such technology, method or device has been proven. As a result, the sizes of the commercial opportunities available for new products, versions and applications are even more difficult to predict.

While we believe our assumptions and the data underlying our market estimates for our solutions are reasonable, these assumptions and estimates may not be correct and the conditions supporting our assumptions or estimates, or those underlying the third-party data we have used, may change at any time, thereby reducing the accuracy of our estimates. As a result, our estimates of the annual total addressable market and annual serviceable addressable market for our solutions may be incorrect.

The future growth of our current and future solutions depends on many factors beyond our control including, among other factors, recognition and acceptance of our solutions by the scientific community as best practice and the growth, prevalence and costs of competing products and solutions. Such recognition and acceptance may not occur in the near term, or at all. If demand for our current and future solutions are smaller than estimated or do not develop as we expect, our growth may be limited and our business, financial condition and operational results may be adversely affected.

We have incurred significant losses since inception, we expect to incur losses in the future and we may not be able to generate sufficient revenue to achieve and maintain cash flows from operating activities in excess of our capital investment requirements or profitability.

We have incurred significant losses since we were formed in 2012 and expect to incur losses in the future. We incurred net losses of $43.5 million and $182.6 million for the years ended December 31, 2025 and 2024, respectively. As of December 31, 2025, we had an accumulated deficit of $1.5 billion. We expect that our losses will continue in the near term as we continue to invest significantly in research and development and the commercialization of both new products and improved versions of existing products. Our operating expenses may increase as we grow our business. To date, we have financed our operations principally from equity offerings, revenue from sales of our products and the incurrence of indebtedness. There can be no assurance that our revenue and gross profit will increase sufficiently such that our net losses decline, or that we attain cash flows from operating activities in excess of our capital investment requirements on a sustained basis or attain profitability, in the future. Further, our limited operating history and fluctuations in revenue over the last several years make it difficult to effectively plan for and model future revenue and operating expenses. Our ability to achieve or sustain profitability is based on numerous factors, many of which are beyond our control, including general economic, industry and market conditions, customer purchasing decisions, the impact of market acceptance of our products, future product development, our market penetration and margins and current and future litigation. Additionally, inflationary pressures could adversely impact our financial results. Our operating costs have increased, and may continue to increase, due to the recent growth in inflation, which may be exacerbated by tariffs imposed by the United

States which are currently, or in the future, under consideration, proposed or enacted. We may not fully offset these cost increases by raising prices for our instruments and consumables, which could result in downward pressure on our margins. Further, while we expect average selling prices for certain products to decline over time as we expand our portfolio with lower-priced instruments and consumables, our customers may choose to reduce their business with us if in the future we increase our pricing. Additionally, changes in our product mix may negatively affect our gross margins. We may never be able to generate sufficient revenue to achieve or sustain cash flows from operating activities in excess of our capital investment requirements or profitability and our historical growth should not be considered indicative of our future performance. Our failure to achieve, return to or maintain growth, cash flows from operating activities in excess of our capital investment requirements or profitability could negatively impact the value of our Class A common stock.

Our products generate large-scale complex data which requires advanced analytics to interpret.

Our products generate highly complex data that can present significant challenges in terms of understanding and interpretation, particularly for customers who may lack bioinformatics expertise or dedicated computational resources. The advanced nature of the data generated by our products requires a certain level of expertise to analyze and interpret effectively. Some of our customers may lack the necessary technical skills or resources to fully understand and utilize the data. As a result, they may experience difficulties in deriving actionable insights, which could delay additional usage of our products or diminish their perceived value.

To address the complexity of data, we may need to provide extensive training and support to our customers. Despite these investments, there is no guarantee that customers will achieve the necessary level of proficiency or efficiency in analyzing data. Providing ongoing customer education and technical assistance may increase operational costs, and place additional demands on our customer support teams. If customers struggle to extract meaningful insights from their data, this could reduce the perceived value of our solutions and slow adoption of our solutions. If customers encounter difficulties with data analysis, it could negatively impact their satisfaction with our products, lead to delays in reordering our products or services desire or lead them to decide not to purchase additional products or services, any of which would negatively impact our financial results.

We may be unable to consistently manufacture our instruments and consumables to the necessary specifications or in quantities necessary to meet demand at an acceptable cost or at an acceptable performance level.

Our products are integrated solutions with many different components that work together. As such, a quality defect in a single component can compromise the performance of the entire solution. Certain of our consumables are manufactured at our Pleasanton, California, Singapore, Taiwan and other facilities using complex processes, sophisticated equipment and strict adherence to specifications and quality systems procedures. Our Chromium, Visium CytAssist and Xenium instruments are manufactured by our third-party manufacturers at their facilities. In order to successfully generate revenue from our products, we need to manufacture products that meet our specifications before we allow them to be shipped and to supply our customers with products that meet their expectations for quality and functionality in accordance with established specifications. In order to ensure we are able to meet these expectations, our Pleasanton, California, Singapore and Taiwan manufacturing facilities, as well as the facilities of our third-party manufacturers, have obtained International Organization for Standardization (“ISO”) quality management certifications and employ other quality control measures. On occasion, our customers have experienced quality control and manufacturing defects and may again in the future.

Additionally, as we continue to evolve and introduce new products and new versions of existing products, and as our products incorporate increasingly sophisticated technology, it will be increasingly difficult to ensure our products are produced in the necessary quantities without sacrificing quality and in the necessary timeframes. There is no assurance that we or our third-party manufacturers will be able to continue to manufacture our products so that they consistently achieve the product specifications, quality and volumes that meet our requirements or our customers' expectations.

Certain of the raw and other materials we use and certain of our consumables have a shelf life, after which their performance is not ensured. In the past the expiration of raw and other materials have increased, and may in the future increase, our operational costs and cause delays in manufacturing adequate volumes of our products within the timeframes required. Shipments of defective instruments or consumables to customers resulting in recalls and warranty replacements have increased, and may in the future increase, our costs, and depending upon current inventory levels and the availability and lead time for additional inventory, could lead to availability issues. Any design issues, unforeseen manufacturing problems, such as contamination of our third-party manufacturer's facilities, equipment malfunctions, aging components, quality issues with components and materials sourced from third-party suppliers, or failures to strictly follow procedures or meet specifications, may have a material adverse effect on our brand, business, financial condition and operating results and could result in us or our third-party manufacturers losing ISO quality management certifications. If we or our third-party manufacturers fail to manufacture products without defects that meet our specifications or maintain ISO quality management certifications, our customers might choose not to purchase products from us. Furthermore, we or our third-party manufacturers may not be able to increase manufacturing to meet anticipated demand or may experience downtime.

In addition, as we increase manufacturing capacity, we have needed, and in the future may need, also to make corresponding improvements to other operational functions, such as our customer service and billing systems, compliance programs and our internal quality assurance programs. We have needed and may in the future need additional equipment, manufacturing and warehouse space and trained personnel to process higher volumes of products. We cannot assure you that such increases in scale, related improvements and quality assurance will be successfully implemented or that equipment, manufacturing and warehouse space and appropriate personnel will be available or that they will realize their intended benefits. As we develop additional products, we may need to bring new equipment online, implement new systems, technology, controls and procedures and hire personnel with different qualifications. Our ability to increase our manufacturing capacity at our Pleasanton, California, Singapore, Taiwan and other locations is complicated by the use of our proprietary equipment that is not readily available from third-party manufacturers.

The risk of manufacturing defects or quality control issues is generally higher for new products and new versions of existing products, whether produced by us or a third-party manufacturer, products that are transitioned from one manufacturer to another, particularly if manufacturing is transitioned or initiated with a manufacturer we have not worked with in the past, and products that are transferred from one manufacturing facility to another. Our current product roadmap calls for the introduction of new products and new versions of existing products, which may require that we utilize manufacturers with which we have little or no prior manufacturing experience, which could increase the risk of manufacturing defects or quality control issues. The expansion of our manufacturing capabilities has increased and in the future could increase the risk of manufacturing defects or quality control issues in the consumables we manufacture. We and our third-party manufacturers may not be able to launch new products or new versions of existing products on time, transition manufacturing of existing products to new manufacturers, transition our manufacturing capabilities to a new location or transition manufacturing of any additional consumables in-house without manufacturing defects or other issues.

An inability to manufacture products and components that consistently meet specifications, in necessary quantities and at commercially acceptable costs will have a negative impact and may have a material adverse effect on our business, financial condition and results of operations.

Our instruments, consumables and related components are specialized, complex and difficult to manufacture. We could experience production problems that impact our ability to manufacture and ship our instruments, consumables and related components, which would materially and adversely affect our business, financial condition and results of operations.

The manufacturing processes we and our third-party manufacturers use to produce our instruments, consumables and related components are specialized and highly complex and require high-quality components. We may have quality variations, supply issues, backorders, delays, shortages or production difficulties of needed components and may require components that are difficult to obtain or manufacture in necessary quantities and at necessary quality, in a timely manner or in accordance with regulatory requirements.

Such issues, issues with our manufacturing processes or the manufacturing processes of our third-party manufacturers, shipping issues, inaccurate demand forecasts or other production issues could result in our inability to produce our products in sufficient volumes and at sufficient quality to meet demand, supply our products to our customers and for our research and development needs, backorders, insufficient inventory, excess inventory, shipping delays, product deficiencies or other operational failures. For example, in the past the COVID-19 pandemic disrupted air, sea and other travel in the United States and globally. Similar disruptions in the future could reduce or eliminate our ability to receive components or supply our customers. Many other factors could cause production or shipping delays or interruptions, including difficulties in transporting materials, equipment, raw material or other shortages, raw material failures, spoilage, equipment malfunctions, facility contamination, labor problems, natural disasters, tariffs, trade disputes and other trade restrictions, infectious disease, conflict, war, civil unrest, epidemics or pandemics, disruption in utility services, terrorist activities or circumstances beyond our control. Additionally, we and our third-party manufacturers may encounter problems in hiring and retaining the experienced specialized personnel needed to develop and operate our manufacturing processes or the manufacturing processes of our third-party manufacturers, which could result in backorders, shortages, delays in our production or difficulties in maintaining compliance with applicable regulatory requirements.

These issues, or any other problems with the production or timely manufacture and shipment of our instruments, consumables and related components, could materially harm our business, financial condition and results of operations.

Undetected errors or defects in our solutions could harm our reputation and decrease market acceptance of our solutions.

Our instruments and consumables, as well as the software that accompanies them, have in the past and may again in the future contain undetected errors or defects due to design, manufacturing, delivery or other issues. Disruptions or other performance problems with our products or software may adversely impact our customers' research or business, harm our reputation and result in reduced revenue or increased costs associated with product repairs or replacements. If that occurs, we may also incur significant costs, the attention of our key personnel could be diverted or other significant customer relations problems may arise.

We have and may again in the future also be subject to warranty claims related to errors or defects in our solutions, and in the future we may be subject to breach of contract for damages related to such errors or defects.

We are significantly dependent upon revenue generated from the sale of our Chromium solutions, and in particular our Universal Gene Expression and Flex solutions.

We currently generate the majority of our revenue from the sale of our instruments and consumables for our Chromium platform. There can be no assurance that we will be able to sustain or increase the success we have historically achieved with our Chromium solutions. For example, revenue from single cell solutions decreased year-over-year from $407.5 million in 2024 to $385.9 million in 2025. In addition, we may not be able to design future Chromium products that will meet the needs of our customers or become and remain commercially successful. Our expectations are based on the continued success of our existing solutions and the future success of new products and new versions of existing products that we launch. Revenue from our single cell solutions decreased year-over-year in 2024 and 2025 which adversely impacted our financial results, and if revenue from our single cell solutions continues to decrease, remains flat or does not increase in line with our expectations, our revenue and financial results could be materially and adversely impacted.

Doing business internationally creates operational and financial risks for our business.

We currently serve thousands of researchers in many countries and plan to continue to expand to new international jurisdictions as part of our growth strategy. For the years ended December 31, 2025 and 2024, approximately 44% and 43%, respectively, of our revenue was generated from sales to customers located outside of North America. We believe that a significant portion of our future revenue will come from international sources. We sell directly in North America and certain regions of Asia, Oceania and Europe and have a significant portion of our sales and customer service personnel in the United States. We sell our products through third-party distributors in certain regions of Asia, Europe, Oceania, North America, South America, the Middle East and Africa. As a result, we or our distribution partners may be subject to additional regulations. Conducting operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones. If we fail to coordinate and manage these activities effectively, our business, financial condition or results of operations could be materially and adversely affected and failure to comply with laws and regulations applicable to business operations in foreign jurisdictions may also subject us to significant liabilities and other penalties. International operations entail a variety of other risks, including, without limitation:

- variances in demand for our products across regions, including in China and elsewhere in the Asia-Pacific region;
- changes in diplomatic and trade relationships, including new or enhanced tariffs or duties, trade protection measures, import or export licensing requirements, trade embargoes and other trade barriers;
- tariffs or other restrictions imposed by the United States on goods from other countries and tariffs or other restrictions imposed by other countries on United States goods, or increases in existing tariffs;
- currency fluctuations;
- challenges in staffing and managing foreign operations, including executing our commercial goals and our dependence on our distributors in certain regions;
- potentially longer sales cycles and more time required to engage and educate customers on the benefits of our products outside of the United States;
- complexities associated with managing third-party contract manufacturers and suppliers located outside of the United States;
- United States and foreign government trade restrictions, including those which may impose restrictions on the importation, exportation, re-exportation, sale, shipment or other transfer of programming, technology, components and/or services to foreign persons or entities;
- reduced protection for intellectual property rights in some countries and practical difficulties of enforcing intellectual property or other legal rights abroad;
- deterioration of political relations between the United States and China, the United States and Russia or other nations or political organizations, which could have a material adverse effect on our sales and operations in these countries;
- changes in social, political and economic conditions or in laws, regulations and policies governing foreign trade, manufacturing, development and investment both domestically as well as in the other countries and jurisdictions into which we sell our products;

- difficulties in obtaining export licenses or in overcoming other trade barriers and restrictions resulting in delivery delays or our inability to manufacture or sell our products in certain countries;
- natural disasters, infectious diseases, conflict, geopolitical turmoil, war, civil unrest, epidemics, pandemics or major catastrophic events;
- increased financial accounting and reporting burdens and complexities;
- the potential need for localized software, documentation and post-sales support;
- higher levels of credit risk and payment fraud and longer payment cycles associated with, and increased difficulty of payment collections from certain international customers; and
- significant taxes or other burdens of complying with a variety of foreign laws, including laws relating to privacy and data protection such as the European Union General Data Protection Regulation ("EU GDPR").

In conducting our international operations, we are subject to United States laws relating to our international activities, such as the Foreign Corrupt Practices Act of 1977, as well as foreign laws relating to our activities in other countries, such as the United Kingdom Bribery Act of 2010. Additionally, our business must be conducted in compliance with applicable economic and trade sanctions laws and regulations, such as those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce, the United Nations Security Council and other relevant sanctions authorities. These laws generally prohibit, unless authorized by the relevant authority or otherwise exempt from the regulations, the conduct of business with persons, countries, regions, and governments that are targeted by "sanctions," including but not limited to persons listed on the United States Department of Commerce's List of Denied Persons and the United States Department of Treasury's Specially Designated Nationals and Blocked Persons List, and the areas subject to trade embargoes by the United States (currently, Cuba, Iran, North Korea, and the Crimea, Donetsk and Luhansk regions of Ukraine). Our global operations expose us to the risk of violating, or being accused of violating, these laws and regulations. Failure to comply may subject us to reputational harm, claims or significant financial and/or other penalties in the United States and/or foreign countries that could materially and adversely impact our operations or financial condition, including criminal fines, imprisonment, civil fines, disgorgement of profits, injunctions and debarment from government contracts, as well as other remedial measures. Investigations of alleged violations can be expensive and disruptive.

These risks have become increasingly prevalent as we have expanded our sales into countries that are generally recognized as having a higher risk of corruption and sanctions risks. As a result of the crisis in Ukraine both the United States and the European Union have implemented sanctions against certain Russian individuals and entities. While at this time we no longer do business in Russia, our previous business there could expose us to risks that could adversely affect our business, financial condition, results of operations, cash flows or the market price of our securities, including tariffs, economic sanctions and import-export restrictions.

Violations of complex foreign and United States laws and regulations could result in fines and penalties, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business and on our ability to offer our products and services in one or more countries, and could also materially affect our brand, our international growth efforts, our ability to attract and retain employees, our business and our operating results. Even if we implement policies or procedures designed to ensure compliance with these laws and regulations, there can be no assurance that our distribution partners, our employees, contractors or agents will not violate our policies and subject us to potential claims or penalties.

Our business in China subjects us to unique commercial, operational, competitive and regulatory risks.

Economic conditions in China, our dependence on local distributors and other third parties to commercialize our products in China, and local competition and trade tensions between the United States and China (including U.S. tariffs imposed or threatened to be imposed on China and any potential retaliatory actions taken by China), among other factors, have in the past resulted, and may again result, in difficulty generating revenue for sales of our products in China. In 2025, trade and export control tensions between the United States and China substantially increased. See the risk factor titled "*—Trade tariffs, import restrictions, export restrictions, Chinese regulations or other trade barriers may materially harm our business*." We purchase certain materials originating in China which are subject to the increased tariffs imposed by the United States and as such, these tariffs have increased and may in the future increase our costs, negatively impacting our financial results. Additionally, tariffs have been implemented in China that cover exports of certain of our products from the United States into China. It is possible that China could raise existing tariff rates on our products or that new or enhanced tariffs may be imposed that could cover imports or the export or sale of our products, which could adversely affect the marketability of our products and our results of operations.

Our ability to sell our products in China may be negatively impacted by other evolving laws and regulations in the U.S. and China. Certain risks and uncertainties of doing business in China are within the control of the Chinese government, and Chinese law regulates the scope of our investments and business conducted within China. The Chinese government requires compliance with significant technical and other regulatory requirements and may adopt new regulations that may impact entities operating in

China, including us, our distributors, suppliers and other third parties, potentially with little advance notice, which may directly or indirectly impact our sales and operations in China. These actions may increase the cost of doing business in China or limit how we may do business in China, which could materially and adversely affect our business.

We also have suppliers, employees and manufacturing operations in Taiwan. As a result, our business could be materially and negatively impacted by adverse changes in China-Taiwan relations. Accordingly, further deterioration in military, political and economic relations between China and Taiwan, as well as the ongoing geopolitical and economic uncertainty between the U.S. and China and other geopolitical risks with respect to China and Taiwan, may cause disruptions in our ability to source products or materials from or to China and Taiwan, which may, directly or indirectly, harm our business.

We and our customers are dependent on single source and sole source suppliers for some of the equipment, components and materials used in our products and in conjunction with our products and the loss of any of these suppliers could harm our business.

We do not have long-term contracts with our suppliers for many of the services, equipment, materials and components we use for the manufacture and delivery of our products. We also rely on single suppliers for certain equipment, materials and components. In many cases we do not have long term contracts with these suppliers, and even in the cases where we do, some such contracts include significant qualifications that would make it extremely difficult for us to force the supplier to provide us with their services, equipment, materials or components should they choose not to do so. We are therefore subject to the risk that these third-party suppliers will not be able or willing to continue to provide us with equipment, materials and components that meet our needs, specifications, quality standards and delivery schedules. Factors that could impact our suppliers' willingness and ability to continue to provide us with the required equipment, materials and components include shortages, alternative priorities, logistics, tariffs or other trade restrictions impacting our suppliers, shipping or other distribution difficulties, disruption at or affecting our suppliers' facilities, such as difficulties hiring and retaining adequate staffing, work stoppages or natural disasters, infectious disease, epidemics or pandemics, adverse weather or other conditions that affect their supply, the financial condition of our suppliers, disagreements, disputes or deterioration in our relationships with these suppliers or the decision by such suppliers to introduce products that compete directly with our solutions. If we are not able to obtain equipment, materials and components that meet our needs, specifications, quality standards and delivery schedule on satisfactory terms, our business will be harmed. Any increase in equipment, material and component costs or decrease in availability could reduce our sales, harm our gross margins or prevent us from timely delivering our products to our customers.

For example, we depend on a limited number of suppliers for enzymes and amplification mixes used in our consumables. In some cases, these manufacturers are the sole source of certain necessary enzymes and reagents. We do not have long-term contracts with many of these sole source suppliers. Lead times for some of these components can be several months or more and in the past have been, and in the future could be, extended due to supply chain disruptions, labor shortages or other factors. In the event that demand increases, a manufacturing 'lot' does not meet our specifications, we fail to forecast and place purchase orders sufficiently in advance or other issues surface in our supply chain, a material shortage may occur. Some of the components and formulations are proprietary to our vendors, thereby making second sourcing and development of a replacement difficult. Furthermore, such vendors may have intellectual property rights that could prevent us from sourcing such reagents from other vendors. Some vendors could choose to use their enzymes, amplification mixes or other components to create products that directly compete with our consumables and end our current supplier-customer relationship. If enzymes and reagents become unavailable from our current suppliers and we are unable to find acceptable substitutes for these suppliers, we may be required to produce them internally or change our product designs.

While we make the majority of our equipment in-house, we have not qualified secondary sources for all equipment, materials or components that we source through a single supplier and qualification of a secondary supplier may not prevent future supply issues. Labor shortages, logistics, shipping or other distribution operations difficulties or disruption in the supply of equipment, materials or components could impair our ability to sell our products and meet customer demand, and also could delay the launch of new products or new versions of existing products, any of which could harm our business and results of operations. If we were to have to change suppliers, the new supplier may not be able to provide us equipment, materials or components in a timely manner and in adequate quantities that are consistent with our quality standards and on satisfactory pricing terms. In addition, alternative sources of supply may not be available for equipment or materials.

While we have taken steps to mitigate potential supply chain and transportation infrastructure system issues, the impact of supply chain disruptions, logistics, shipping and other distribution disruptions, labor shortages or other factors may exacerbate the risks described in this risk factor and could cause certain of our suppliers to reduce their ability to meet our or our customers' needs, be unable to operate temporarily or even go out of business permanently. The realization of any of these risks could prevent us from producing, selling or delivering our products, reduce our sales and harm our gross margins or permanently cause a change in one or more of our products that may not be accepted by our customers or cause us to eliminate that product altogether. In addition, our suppliers or customers may face difficulties in procuring or delivering, or in some cases may be unable to procure or deliver,

the equipment, materials or components from their own suppliers necessary to supply us with products, equipment, components or materials or conduct experiments using our solutions. For example:

- tariffs, trade disputes and other trade restrictions could have a material impact on the ability of suppliers to meet our or our customers' needs;
- competition for shipping and air transport in the past impacted, and in the future may impact, our ability to timely deliver products to our customers;
- energy shortages and other issues in the past impacted, and in the future may impact, factory production of upstream components utilized by us or our suppliers;
- shortages of non-10x sequencing consumables in the past impacted, and in the future may impact, the workflows of our customers and their ability to complete their experiments;
- plastic component shortages, including of pipette tips utilized by our customers to complete their experiments, in the past impacted, and in the future may impact, the availability of plastic components used by us and our customers in connection with our products;
- shortages of certain chemicals, oils and beads utilized in our microfluidic chips in the past impacted, and in the future may impact, our ability to carry a buffer of inventory to safeguard against continuous significant shortages of such materials;
- semiconductor chip shortages in the past impacted, and in the future may impact, the availability of semiconductor chips utilized in our instruments and in the manufacture of certain of our products; and
- the storage and distribution of vaccines in the past impacted, and in the future may impact, the availability of cold storage for components and materials used by us and our customers in connection with our products.

Certain disruptions in supply of, and changes in the competitive environment for, raw materials integral to the manufacturing of our products may adversely affect our profitability.

We use a broad range of materials and supplies, including metals, chemicals and electronic components, in our products. A significant disruption in the supply of materials could decrease production and shipping levels, materially increase our operating costs and materially adversely affect our profit margins. In particular, the rapid expansion of global artificial intelligence infrastructure has precipitated shortages and extended lead times for high-performance computing components, including GPUs and memory. Because suppliers often prioritize allocation to hyperscale technology companies with significantly greater purchasing volume, we may face an inability to secure these critical inputs or be forced to pay significant premiums, creating supply constraints that adversely impact our manufacturing capabilities or other operations. Our customers may face similar challenges. Shortages of materials or interruptions in production and transportation systems, labor strikes, work stoppages, infectious disease, epidemics or pandemics, geopolitical issues (including tariffs, trade disputes and other trade restrictions), conflict, war, civil unrest, acts of terrorism or other interruptions to or difficulties in the employment of labor or transportation that adversely impact equipment, materials and components we require for the production of our products, may adversely affect our ability to maintain production of our products and generate revenue. In addition, a significant prolonged increase in inflation could negatively impact the cost of materials and components. Even if in some cases we are able to pass some or all such cost increases to customers by increasing the selling prices of our products, higher product prices may also result in a reduction in sales volumes.

Unforeseen end-of-life or unavailability of certain components, such as enzymes, could force us to purchase materials on the spot market at higher cost or require us to modify our product specifications to accommodate replacement components which could be costly or delay product shipments. If we were to experience a significant disruption in the supply of, or prolonged shortage of, critical components from any of our suppliers and could not procure the components from other sources, we would be unable to manufacture our products and to ship such products to our customers in a timely fashion, which would adversely affect our sales, margins and customer relations.

Our limited operating history and fluctuations in revenue make it difficult to evaluate our future prospects and the risks and challenges we may encounter.

We launched our first product in mid-2015 and have historically experienced revenue growth, though our revenue decreased year-over-year in 2024. In addition, we operate in highly competitive markets characterized by rapid technological advances and our business has, and we expect it to continue, to evolve over time to remain competitive. Our limited operating history, evolving business and fluctuations in revenue make it difficult to evaluate our future prospects and the risks and challenges we may encounter and may increase the risk that we will not continue to grow at or near historical rates.

If we fail to address the risks and difficulties that we face, including those described elsewhere in this "*Risk Factors*" section, our business, financial condition and results of operations could be adversely affected. We have encountered in the past, and will encounter in the future, risks and uncertainties frequently experienced by companies with limited operating histories in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be materially and adversely affected.

If we do not sustain or successfully manage our growth and anticipated growth, our business and prospects will be harmed.

We have historically experienced rapid organizational growth and we expect that future growth will place significant strains on our management, operational and manufacturing systems and processes, financial systems and internal controls and other aspects of our business. For example, we consummated two acquisitions in each of 2018 and 2020, one in 2021, one in 2023 and one in 2025, and we intend to continue to make investments that meet management's criteria to expand or add key technologies that we believe will facilitate the commercialization of new products or new versions of existing products in the future. We intend to launch additional new products and new versions of existing products in the near future. Further development and commercialization of our current and future products are key elements of our strategy. Developing and launching new products and innovating and improving our existing products have required us to hire and retain additional scientific, sales and marketing, software, manufacturing, distribution and quality assurance personnel. As a result, we have experienced rapid headcount growth from 110 employees as of December 31, 2015 to 1,178 employees as of December 31, 2025. As we have grown, our employees have become more geographically dispersed. We may face challenges integrating, developing and motivating our employee base, including as a result of certain of our employees working remotely. In addition, certain members of our management have not previously worked together for an extended period of time, do not have experience managing a public company or do not have experience managing a global business, which may affect how they manage our business. To effectively manage our business, we must continue to improve our systems and processes and continue to effectively expand, train and manage our personnel. As our organization continues to evolve, we may find it increasingly difficult to maintain the benefits of our corporate culture, including our ability to quickly develop and launch new and innovative products or versions. If we do not successfully manage our anticipated organizational growth, our business, results of operations and growth prospects will be harmed.

If our existing and new products or new versions of existing products fail to achieve and sustain sufficient scientific acceptance, we will not generate expected revenue and our prospects may be harmed.

The life sciences scientific community is comprised in part of a small number of early adopters and key opinion leaders who significantly influence the rest of the community. The success of life sciences products is due, in large part, to acceptance by the scientific community and their adoption of certain products as best practice in the applicable field of research. The current system of academic and scientific research views publishing in a peer-reviewed journal as a measure of success. In such journal publications, the researchers will describe not only their discoveries but also the methods and typically the products used to fuel such discoveries. We believe mentions in peer-reviewed journal publications is a good barometer for the general acceptance of our products as best practices. The number of times our products were mentioned in peer-reviewed publications has increased significantly since launching our first product in 2015. During this time, our revenue has also increased significantly. Ensuring that early adopters and key opinion leaders publish research involving the use of our products is important to ensuring our products gain widespread acceptance and market growth. Continuing to maintain good relationships with such key opinion leaders is vital to growing our market. Our products may not continue to be mentioned in peer-reviewed articles with frequency. Any new products or new versions of existing products that we introduce in the future may not be mentioned in peer-reviewed articles. If too few researchers describe the use of our products, too many researchers shift to a competing product and publish research outlining their use of that product or too many researchers negatively describe the use or usability of our products in publications, our existing and potential customers may be driven away from our products, which could harm our operating results.

Our results of operations could be materially adversely affected by fluctuations in currency exchange rates.

Historically, most of our revenue has been denominated in U.S. dollars, although we have sold our products and services in local currency outside of the United States, principally the euro. For each of the years ended December 31, 2025 and 2024, approximately 27% of our sales were denominated in currencies other than U.S. dollars. Our expenses are generally denominated in the currencies in which our operations are located. As our operations in countries outside of the United States grow, our results of operations and cash flows will become increasingly subject to fluctuations due to changes in foreign currency exchange rates, which could harm our business in the future. During periods of economic crises, foreign currencies may be devalued significantly against the U.S. dollar, reducing our margins. In addition, because we conduct business in currencies other than U.S. dollars, but report our results of operations in U.S. dollars, we also face remeasurement exposure to fluctuations in currency exchange rates, which could hinder our ability to predict our future results and earnings and could materially impact revenue and our results of operations. Conversely, a weakening of the U.S. dollar could increase the U.S. dollar equivalent of our expenses denominated in foreign currencies, which could adversely affect our results of operations. We do not currently maintain a program to hedge

currency exposures and even if in the future we implement a program to hedge such exposures, we may not be successful in mitigating the effects of fluctuations in currency exchange rates.

Due to our exposure to currencies other than U.S. dollars, an increase in the value of certain currencies against the U.S. dollar could increase our costs by increasing labor and other costs that are denominated in local currency. There can be no assurance that any future hedging activities which are designed to partially offset this impact, will be successful. In addition, our currency hedging activities, if any, in the future, could themselves be subject to risk. These could include risks related to counterparty performance under future hedging contracts and risks related to currency fluctuations.

We depend on our key personnel and other highly qualified personnel, and if we are unable to recruit, train, retain and ensure the health and safety of our personnel, we may not achieve our goals.

Our future success depends on our ability to recruit, train, retain and motivate key personnel, including our senior management, research and development, manufacturing and sales, customer service and marketing personnel. In particular, Dr. Saxonov, our Chief Executive Officer and one of our co-founders, and Dr. Hindson, our Chief Scientific Officer, President and one of our co-founders, are critical to our vision, strategic direction, culture and products. Competition for qualified personnel is intense, particularly in the San Francisco Bay Area. As we grow, we may continue to make changes to our management team, which could make it difficult to execute on our business plans and strategies. New hires, including executive hires, often require significant training and, in most cases, take significant time before they achieve full productivity. Our failure to successfully integrate our personnel into our business could adversely affect our business. Additionally, some of our employees work remotely and because of the challenges of working remotely, including collaborating with and managing employees, it may take significant time before our teams can achieve full productivity, if at all, and it may take significantly longer for new hires to achieve full productivity, if at all.

We do not maintain key person life insurance for any of our employees. Additionally, we have not entered into fixed term contracts with almost any of our employees, including Drs. Saxonov and Hindson, and as a result, almost any of our employees could leave our company with little or no prior notice which could harm our business.

Many of our scientific personnel in the United States are qualified foreign nationals whose ability to live and work in the United States is contingent upon the continued availability of appropriate visas. We expect to continue to rely on foreign nationals to fill part of our recruiting needs. As a result, changes to United States immigration policies could restrain the flow of technical and professional talent into the United States and may inhibit our ability to hire qualified personnel. Additionally, our current or future employees may be negatively affected by delays, disruptions or changes in United States immigration policies. The current United States administration has made restricting immigration and reforming the work visa process a priority and these efforts may adversely affect our ability to find qualified personnel.

Our continued success depends, in part, on attracting, retaining and motivating highly trained sales personnel, including individuals with the necessary scientific background and ability to understand our systems at a technical level to effectively identify and sell to potential new customers. In addition, the continued development of complementary software tools, such as our analysis tools and visualization software, requires us to compete for highly trained software engineers in the San Francisco Bay Area and elsewhere and for highly trained customer service personnel globally. We also compete for computational biologists and qualified scientific personnel with other life sciences companies, academic institutions and research institutions. This competition affects both our ability to retain key employees and hire new ones. In August 2022 we conducted a reduction in force in order to decrease costs and maintain a streamlined organization to support our business and in December 2023, we committed to a restructuring plan related to the closure of one of our research and development facilities. We conducted additional reductions in force in 2025 to decrease costs and adjust our organizational structure to align with our strategic priorities. We may not realize the expected benefits of this reduction in force including its anticipated cost savings, and the reduction in force may result in negative unintended consequences including, for example, unwanted attrition of valuable employees or organizational strain stemming from the reallocation of some responsibilities across a comparatively smaller employee base. In order to be successful and build our framework for future growth, we must continue to execute and deliver on our initiatives with fewer employees and losses of intellectual capital. We must also attract, retain, train and motivate key employees including highly qualified management, scientific, manufacturing, sales, marketing and other personnel who are critical to our business. Additionally, we compete with both companies that may have greater financial resources than we do and early stage companies that promise short-term growth opportunities. We may not be able to attract, retain, train or motivate qualified employees in the future and our inability to do so could materially harm our operating results and prospects of success.

If our facilities or our third-party manufacturers' facilities become unavailable or inoperable, our research and development programs could be adversely impacted and manufacturing of our instruments and consumables could be interrupted.

The manufacturing process for our instruments takes place at our third-party manufacturers' facilities. Many of our consumables are manufactured at our facilities in Pleasanton, California, Singapore, Taiwan or other of our facilities using proprietary

equipment. Certain raw materials, such as oligonucleotides and enzymes, are custom manufactured by outside partners. We periodically review the manufacturing capacity of our consumables and we expect to continue to manufacture an increasing amount of consumables in-house. Our Pleasanton facilities also house the majority of our research and development and quality assurance teams. Our Chromium, Visium CytAssist and Xenium instruments are manufactured by our partners at their facilities, while we perform optical and final assembly, instrument integration and testing of our Xenium instrument in-house. The facilities and the equipment we and our third-party manufacturers use to manufacture our instruments and consumables and that we use in our research and development programs would be costly to replace and could require substantial lead times to repair or replace.

Our facilities are vulnerable to natural disasters and catastrophic events. For example, our Pleasanton facilities are located near earthquake fault zones and are vulnerable to damage from earthquakes. Our facilities are vulnerable to other types of disasters, including fires, floods, infectious disease, epidemics or pandemics, power loss, conflict, war, civil unrest, communications failures and similar events. If any disaster or catastrophic event were to occur, our ability to operate our business would be seriously, or potentially completely, impaired. If our facilities or any of our third-party manufacturers' facilities become unavailable or understaffed for any reason, we cannot provide assurances that we will be able to secure alternative manufacturing facilities with the necessary capabilities and equipment on acceptable terms, if at all. Additionally, potential issues with our ability to hire staff or the health and safety of our manufacturing staff could decrease the effectiveness of our manufacturing operations and adversely affect our business and operating results. The inability to manufacture our instruments and/or consumables, combined with potential limited inventory of manufactured instruments and consumables, may result in the loss of customers or harm our reputation, and we may be unable to reestablish relationships with those customers in the future. Because certain of our consumables and the raw materials we use to manufacture consumables are perishable and must be kept in temperature controlled storage, the loss of power to our facilities, mechanical or other issues with our storage facilities or other events that impact our temperature controlled storage could result in the loss of some or all of such consumables and raw materials and we may not be able to replace them without disruption to our customers or at all.

A substantial percentage of our revenue comes from sales to academic institutions, whose research often requires long uninterrupted studies performed on a consistent basis over time; thus interruptions in our ability to supply consumables could be particularly damaging to these studies and our reputation. In addition, the budgetary planning and approval process for academic research programs can be lengthy and begin well in advance of the planned purchase of our instrument and/or consumables. If our products become unavailable during the planning process, researchers may use alternative products.

If our research and development programs were disrupted by a disaster or catastrophe or for other reasons, the launch of new products or new versions of existing products and the timing of improvements to existing products could be significantly delayed and could adversely impact our ability to compete with other available products and solutions. If our or our third-party manufacturers' capabilities are impaired, we may not be able to manufacture and ship our products in a timely manner, which would adversely impact our business. Although we possess insurance for damage to our property and the disruption of our business, this insurance may not be sufficient to cover all of our potential losses, may not cover every potential type of loss event (including earthquakes as we do not carry earthquake insurance coverage) and may not continue to be available to us on acceptable terms, or at all.

We rely exclusively on commercial carriers to transport our products, including perishable consumables, to our customers in a timely and cost-efficient manner and if delivery of our products is disrupted, our business will be harmed.

Our business depends on our ability to quickly and reliably deliver our products and in particular, our consumables, to our customers. The majority of our consumables are perishable and must be kept below certain temperatures. As such, we ship our refrigerated consumables on dry ice and only ship such consumables on certain days of the week to reach customers on a timely basis. Disruptions in the delivery of our products, whether due to hiring difficulties or labor disruptions, fuel shortages, dry ice shortages, bad weather, natural disasters, infectious disease, conflict, war, civil unrest, epidemics or pandemics, terrorist acts or threats or for other reasons could result in delivery delays or our customers receiving consumables that are not fit for usage, and if used, could result in inaccurate results or ruined experiments. For example, certain of our customers were negatively impacted by a process breakdown in our logistics cold-chain that resulted in product spoilage which delayed purchases by affected customers, negatively impacting our revenue in 2022. While we work with customers to replace any consumables impacted by delivery disruptions, our reputation and our business may be adversely impacted if customers receive consumables that are not fit for usage. In addition, if we are unable to continue to obtain delivery services on commercially reasonable terms, our operating results may be adversely affected.

In addition, in the past both shipping and air transport have been negatively impacted in terms of speed and capacity. If we cannot supply our products to our customers in a timely manner, our customers may delay or cancel their orders. Furthermore, even if we have inventory, if we do not have adequate inventory of products in the geographic regions in which they are ordered, we may not be able to deliver products to our customers in a timely manner and customers may delay or cancel their orders. Should we or our commercial carriers encounter difficulties in delivering our instruments or consumables to customers, it could adversely impact

our ability to recognize revenue for those products and accordingly adversely affect our financial results for that period and such impact could be particularly acute at the end of any financial quarter.

Costs or other factors related to our facilities and real estate could adversely impact our business.

We may decide to reduce our real estate commitments but be unable to do so. Our real estate leases, which generally obligate us for long periods, subject us to potential financial risk. Our real estate strategy may have committed, and may in the future commit, us to leases or other agreements or arrangements requiring us to incur costs for facilities we later determine are unnecessary for our business. While we have the right to terminate or sublease some of our leases under specified conditions, we may not be able to terminate or sublease certain of our leases if or when we would like to do so or we may incur substantial costs to terminate or sublease such leases. In some cases, we have been unsuccessful, and in the future again may be unsuccessful, in terminating or subleasing certain of our leases even if we have determined the facilities subject to these leases are unnecessary for our business and we have incurred, and may in the future incur, costs for such facilities despite not fully utilizing them. If we decide or are required to permanently vacate facilities we lease, we are typically required to continue to perform obligations under the applicable leases, which generally include, among other obligations, paying rent and certain expenses for the balance of the lease term, and the performance of any of these obligations may be significant. When we assign leases or sublease to third parties, or if we vacate facilities we lease, we can remain liable on the lease obligations for the balance of the term and we could be contingently liable if the assignee does not perform their obligations to us or third parties. Additionally, if we may decide to sublease certain of our facilities to third parties, we may be unable to find suitable sublease arrangements for leased facilities that we do not wish to occupy ourselves.

In the past we have expanded, and in the future we may expand, our facilities in the locations where we operate or may operate in the future. For example, in 2023 we completed construction of a new facility on land we own located in Pleasanton, California. We believe that maintaining our existing facilities is necessary to maintain our operations and that, in the future, new facilities may be necessary to support our business. Our ability to maintain our existing facilities, build out new or existing facilities and open new operating facilities depends on our ability to identify attractive locations, negotiate leases, subleases, real estate purchase agreements or other agreements on acceptable terms, identify and obtain adequate utility and water sources and comply with environmental regulations, zoning laws and other similar factors. We may not maintain the level of cash flow or access financing opportunities necessary to support our real estate strategy. Our facilities projects may increase demands on our operational, financial, managerial and administrative resources.

Costs or other factors related to our facilities and real estate ensuing from these and other risks related to our facilities and real estate may adversely impact our business results and financial condition.

If we fail to offer high-quality customer service, our business and reputation could suffer.

We differentiate ourselves from our competition in part through our commitment to an exceptional customer experience. Accordingly, high-quality customer service is important for the growth of our business and any failure to maintain such standards of customer service, or a related market perception, could affect our ability to sell products to existing and prospective customers. Additionally, we believe our customer service team has a positive influence on recurring consumables revenue. Providing an exceptional customer experience requires significant time and resources from our customer service team, and failure to manage our customer service organization adequately or impacts on our ability to provide an exceptional customer experience may adversely impact our business results and financial condition.

Customers utilize our service teams and online content for help with a variety of topics, including how to use our products efficiently, how to integrate our products into existing workflows, how to determine which of our other products may be needed for a given experiment and how to resolve technical, analysis and operational issues if and when they arise. As we introduce new products and new versions of existing products, we expect utilization of our customer service teams to increase. In particular, the introduction of new products or new versions that utilize different workflows or variations on existing workflows may require additional customer service efforts to ensure customers use such products correctly and efficiently. While we have developed significant resources for remote training, including an extensive library of online videos, we may need to rely more on these resources for future customer training or we may experience increased expenses to enhance our online and remote solutions. If our customers do not adopt these resources, we may be required to increase the staffing of our customer service team, which would increase our costs. Also, as our business scales, we may need to engage third-party customer service providers, which could increase our costs and negatively impact the quality of the customer experience if such third parties are unable to provide service levels equivalent to ours.

The number of our customers has grown significantly and such growth, as well as any future growth, will put additional pressure on our customer service organization. We may be unable to hire qualified staff quickly enough or to the extent necessary to accommodate increases in demand.

In addition, as we continue to grow our operations and reach a global customer base, we need to be able to provide efficient customer service that meets our customers' needs globally at scale. In geographies where we sell through distributors, we rely on those distributors to provide customer service. If these third-party distributors do not provide a high-quality customer experience, our business operations and reputation may suffer.

Investments and acquisitions could disrupt our business, cause dilution to our stockholders and otherwise harm our business.

Over the years, we have acquired technologies and associated intellectual property rights across a broad range of emerging areas within biology and life sciences. We believe we are successfully integrating the technologies we have acquired into our business, but the long-term success of these acquisitions is not guaranteed. We regularly review investment, acquisition and technology licensing opportunities, and we may invest in or acquire additional real estate or additional businesses and legal entities to add specialized employees, products or technologies as well as pursue technology licenses or investments in complementary businesses. Our previous acquisitions and any future transactions could be material to our financial condition and operating results and expose us to many risks, including:

- increases in our expenses and reductions in our cash available for operations and other uses;
- difficulties integrating acquired personnel, technologies and operations into our existing business;
- failure to realize anticipated benefits or synergies from such a transaction, including acquired intellectual property;
- unanticipated costs of or legal exposure related to complying with existing and future laws and regulations, including land use, antitrust, environmental or hazardous waste-related laws and regulations;
- disruption in our relationships with customers, distributors, manufacturers, suppliers or other third parties as a result of such a transaction;
- unanticipated liabilities related to acquired real estate or companies, including liabilities related to acquired intellectual property or litigation relating thereto;
- diversion of management time and focus from operating our business;
- possible write-offs or impairment charges relating to acquired businesses; and
- potential higher taxes if our tax positions relating to certain acquisitions were challenged.

Foreign acquisitions, such as our acquisitions of Spatial Transcriptomics Holdings AB, CartaNA AB, Tetramer Shop ApS and Centrillion Technologies Taiwan Co. Ltd., involve unique risks in addition to those mentioned above, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries. Even if we identify a strategic transaction that we wish to pursue, we may be prohibited from consummating such transaction due to the terms of future indebtedness we may incur or due to circumstances outside our control including regulatory approval considerations.

Future investments, acquisitions or dispositions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities or amortization expenses or write-offs of goodwill, any of which could harm our financial condition. We cannot predict the number, timing or size of future investments, acquisitions or dispositions or the effect that any such transactions might have on our operating results.

Seasonality may cause fluctuations in our revenue and results of operations.

We operate on a December 31st year end and believe that there are significant seasonal factors which may cause sales of our products to vary on a quarterly or yearly basis and increase the magnitude of quarterly or annual fluctuations in our operating results. We believe that this seasonality results from a number of factors, including the procurement and budgeting cycles of many of our customers, especially government- or grant-funded customers, whose cycles often coincide with government fiscal year ends. Furthermore, the academic budgetary cycle similarly requires grantees to 'use or lose' their grant funding, which seems to be tied disproportionately to the end of the calendar year, historically driving sales higher during the fourth quarter. Similarly, our biopharmaceutical customers typically have calendar year fiscal years which also result in a disproportionate amount of their purchasing activity occurring during our fourth quarter. Our international customers also have different purchasing patterns due to procurement or budgeting cycles, holidays or other factors which may result in a disproportionate amount of their purchasing activity occurring in specific periods. These factors have contributed, and may contribute in the future, to substantial fluctuations in our quarterly operating results. Because of these fluctuations, it is possible that in some quarters our operating results will fall below the expectations of securities analysts or investors. If that happens, the market price of our Class A common stock would likely decrease. These fluctuations, among other factors, also mean that our operating results in any particular period may not be relied upon as an indication of future performance. Seasonal or cyclical variations in our sales have in the past, and may in the future, become more or less pronounced over time, and have in the past materially affected, and may in the future materially

affect, our business, financial condition, results of operations and prospects. Other fluctuations, including spikes in customer demand for our products in demand for our products, may make it harder for us to distribute our products in a timely manner.

Our reliance on distributors for sales of our products in certain geographies outside of the United States could limit or prevent us from selling our products and impact our revenue.

We sell our products through third-party distributors in certain regions of Asia, Europe, Oceania, North America, South America, the Middle East and Africa. We intend to continue to grow our business internationally and to do so we must attract additional distributors and retain existing distributors to maximize the commercial opportunity for our products. There is no guarantee that we will be successful in attracting or retaining desirable sales and distribution partners, that such partners will agree to our terms and conditions of sale or that we will be able to enter into such arrangements on favorable terms. Additionally, excess inventory held by our distributors may reduce or delay purchases by such distributors. For example, we believe that in the past certain of our distributors in China held excess inventory of certain of our products, in part due to fluctuations in customer purchasing patterns in China due to COVID-19, which we believe resulted in lower than anticipated sales of our products to our distributors in China in 2023 as such distributors sold off such excess inventory.

Our distribution relationships are non-exclusive. As such, our distributors may not commit the necessary resources to market our products to the level of our expectations or may choose to favor marketing the products of our competitors. If current or future distributors do not or are unable to perform adequately or if we are unable to enter into effective arrangements with distributors in particular geographic areas, our revenues could be significantly impacted. Additionally, our business, financial condition and results of operations could be materially and adversely affected if we are unsuccessful in selling directly to customers who previously purchased our products from third-party distributors or if our efforts in certain regions to sell directly to certain customers previously served by our distributors negatively impacts our relationships with and the performance of our distributors in such regions or elsewhere.

Uncertain economic or social conditions may adversely impact demand for our products or cause our customers, vendors and suppliers to suffer financial hardship, which could adversely impact our business.

Our business could be negatively impacted by reduced demand for our products related to one or more significant local, regional or global economic or social disruptions. These disruptions have included and may in the future include a slow-down, recession or inflationary pressures in the general economy, reduced market growth rates, tighter credit markets for us, our suppliers, vendors or customers, a significant shift in government policies (including funding for scientific research or changes in laws or policies governing the terms of foreign trade, in particular increased trade restrictions, tariffs or taxes on imports or exports), significant social unrest, or the deterioration of economic relations between countries (such as the U.S. and China) or regions. Additionally, adverse economic conditions may cause our suppliers, distributors, contractors or other third-party suppliers or manufacturers to suffer financial or operational difficulties that they cannot overcome, resulting in their inability to provide us with the materials and services we need, in which case our business and results of operations could be adversely affected.

Inflationary pressures, and changes in foreign currency exchange rates, interest rates and market value of our investments, including marketable securities, could have a significant effect on results.

We, our suppliers and our customers are exposed to inflationary pressure and a variety of market risks, including the effects of increases in energy and raw material prices, foreign currency exchange rates and interest rates. Such risks are inherently unpredictable and difficult to mitigate and may be exacerbated by tariffs imposed by the United States which are currently, or in the future, under consideration, proposed or enacted. As a result, significant increases in energy and raw material prices, foreign currency exchange rates or interest rates as well as increased material, freight, logistics, and similar costs could have an adverse effect on our financial condition or results of operations. For example, interest rates have increased significantly as central banks in developed countries attempt to subdue inflation while government deficits and debt remain at high levels in many global markets. Higher government deficits and debt, tighter monetary policy and potentially higher interest rates may drive a higher cost of capital for our business.

AI and machine learning technologies may expose us to significant risks, including development and deployment challenges, regulatory uncertainties, competition for investor research and potential hard-to-predict changes to our business, which could adversely affect our business, results of operations and financial condition.

We use artificial intelligence (“AI”), machine learning and automated decision-making technologies (collectively, “AI Technologies”) in our business and are making targeted investments in this area.

Increased investment may be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying these technologies and

there can be no assurance that the usage of or our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability.

Further, the regulatory framework for AI Technologies is rapidly evolving as many federal, state and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways that could affect the operation of our AI Technologies, or could be rescinded or amended as new administrations take differing approaches to evolving AI Technologies. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet completely determine the impact future laws, regulations, standards or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations.

Additionally, in recent years both public and private investment in AI Technologies has increased substantially, and because investment markets and investor attention are finite, focus of the investment community on opportunities related to AI Technologies may divert investor attention and resources away from us and our industry. Further, in the future AI Technologies may meaningfully change fundamental aspects of our business including, for example, our cost structure, how we sell our products or how customers or potential customers conduct their experiments. The ways in which AI Technologies could affect us are uncertain and difficult to predict at present and in the future may significantly impact our business, results of operations and financial condition.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002, as amended ("SOX"), and the rules and regulations of the applicable listing standards of the Nasdaq Global Select Market ("Nasdaq"). We expect that the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems and resources.

SOX requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file with the SEC is accurately recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources including accounting-related costs and significant management oversight.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.

We cannot provide any assurance that significant deficiencies or material weaknesses in our internal controls over financial reporting will not be identified in the future. If we fail to remediate any significant deficiencies or material weaknesses that may be identified in the future or encounter problems or delays in the implementation of internal controls over financial reporting, we may be unable to conclude that our internal controls over financial reporting are effective. Any failure to develop or maintain effective controls or any difficulties encountered in our implementation of our internal controls over financial reporting could result in material misstatements that are not prevented or detected on a timely basis, which could potentially subject us to sanctions or investigations by the SEC or other regulatory authorities.

We are required to have an audit of the effectiveness of our internal control over financial reporting. Even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial

reporting could materially and adversely affect our business, results of operations and financial condition and could cause a decline in the trading price of our Class A common stock.

The illegal distribution and sale by third parties of stolen, counterfeit or unfit versions of our products could have a negative impact on our reputation and business.

Third parties might illegally distribute and sell stolen, counterfeit or unfit versions of our products, which do not meet our rigorous manufacturing, distribution and quality standards, or data. As we expand our business internationally, we expect to encounter counterfeit versions of our products, including our consumables, or counterfeit data purported to be generated using our products. A researcher who receives and uses counterfeit instruments, consumables or data could obtain erroneous results, experience failed experiments, potentially damage his or her instrument or other equipment or reach incorrect research conclusions. Our reputation and business could suffer harm as a result of counterfeit products sold or data generated under our brand name. Inventory that is stolen from warehouses, plants or while in-transit, and that is subsequently improperly stored and sold through unauthorized channels, could adversely impact our customers' experiments, our reputation and our business.

The investment of marketable securities is subject to risks which may cause losses and affect the liquidity of these investments.

From time to time, we have and may invest portions of excess cash and cash equivalents in marketable securities. We have and may invest in liquid, investment-grade marketable securities such as corporate bonds, commercial paper, asset-backed securities, U.S. treasury securities, money market funds, and other cash equivalents. We currently, and expect to continue, to follow an established investment policy and set of guidelines to monitor and help mitigate our exposure to liquidity and credit risks which set forth credit quality standards and limit our exposure to any one issuer as well as our maximum exposure to various asset classes. However, these investments are subject to general credit, liquidity, market and interest rate risks. We may realize losses in the fair value of these investments, which could include a complete loss of these investments, which would have a negative effect on our consolidated financial statements. In addition, should our investments cease paying or reduce the amount of interest paid to us, our interest income would decrease. Interest rate fluctuations can negatively impact the returns on our fixed-income investments.

Indebtedness may impair our financial and operating flexibility.

We may incur indebtedness in the future. The debt instruments governing such indebtedness could contain restrictive provisions. If we incur debt, a portion of our cash flows would likely be needed to satisfy our debt service obligations. In the event that additional financing is required, we may not be able to raise it on terms acceptable to us or at all. As a result, we would be more vulnerable to general adverse economic, industry and capital markets conditions in addition to the risks associated with indebtedness described in this risk factor.

Risks related to our regulatory environment and taxation

Our products could become subject to more onerous regulation by the FDA or other regulatory agencies in the future, which could increase our costs and delay or prevent commercialization of our products, thereby materially and adversely affecting our business, financial condition, results of operations and prospects.

We make certain of our products available to customers as research-use-only ("RUO") products. RUO products are regulated by the FDA as medical devices, and include in vitro diagnostic products in the laboratory research phase of development that are being shipped or delivered for an investigation that is not subject to the FDA's investigational device exemption requirements. Although medical devices are subject to stringent FDA oversight, products that are intended for RUO and are labeled as RUO are exempt from compliance with most FDA requirements, including premarket clearance or approval, manufacturing requirements, and others. A product labeled RUO but which is actually intended for clinical diagnostic use may be viewed by the FDA as adulterated and misbranded under the Federal Food, Drug, and Cosmetic Act ("FDC Act"), and subject to FDA enforcement action. In the EU, under Regulation (EU) No 2017/746 ("EU IVDR"), RUO products which are intended to be used for research purposes, without any medical objective, are not regarded as devices for performance evaluation used in diagnostic procedures. More importantly, the EU IVDR expressly provides that products intended for RUO are excluded from the scope of the Regulation. A material intended for RUO, without any medical purpose or objective, is therefore not considered as an in vitro diagnostic medical device ("IVD") and is not subject to compliance with IVD requirements. However, depending on the type of RUO products in question, requirements to market some products may be tighter under the EU IVDR such as for laboratory developed tests. Depending on the product in question, other regulations may be applicable to the RUO products. The FDA has indicated that when determining the intended use of a product labeled RUO, the FDA will consider the totality of the circumstances surrounding distribution and use of the product, including how the product is marketed and to whom. The FDA and foreign authorities could disagree with our assessment that our products are properly marketed as RUOs, or could conclude that products labeled as RUO are actually intended for clinical diagnostic use, and could take enforcement action against us, including

requiring us to stop distribution of our products until we are in compliance with applicable regulations, which would reduce our revenue, increase our costs and adversely affect our business, prospects, results of operations and financial condition. In the event that the FDA or foreign authorities requires us to obtain marketing authorization or certification of our RUO products in the future, there can be no assurance that these authorities will grant any clearance, approval or certification requested by us in a timely manner, or at all.

Our products, if used for the diagnosis of disease or in other clinical settings, would likely be subject to government regulation, and the regulatory approval and maintenance process for such products may be expensive, time-consuming and uncertain both in timing and in outcome. Since our strategy includes our potential participation in clinical markets, we will be increasingly exposed to these risks.

Our products are not currently subject to FDA clearance or approval so long as they are not intended to be used for the diagnosis, treatment or prevention of disease. However, we currently plan to develop new products or updated versions of our current products that are intended for clinical or diagnostic uses. As we implement our strategy to participate in clinical markets by expanding our offerings to include products that are intended to be used for the diagnosis of disease, certain of our products will likely become subject to regulation by the FDA, or comparable foreign regulatory authorities, including requirements for regulatory clearance, approval or certification of such products before they can be marketed for clinical uses. Such regulatory approval processes, clearances or certifications may be expensive, time-consuming, and uncertain, and our failure to obtain or comply with such approvals and clearances could have an adverse effect on our business, financial condition, or operating results. Our failure to obtain such clearance or approval in a timely manner, or our competitors' success in obtaining clearance or approval before we do for products that are competitive with our planned clinical offerings, may result in material adverse business consequences because the investment and time required to seek and obtain clearance or approval for clinical products are substantial. In addition, changes to the current regulatory framework, including the imposition of additional or new regulations, could arise at any time during the development or marketing of our products, which may negatively affect our ability to obtain or maintain FDA or comparable regulatory approval of our products, if required.

Specifically, diagnostic products are regulated as medical devices by the FDA and comparable international agencies and may require either clearance from the FDA following the 510(k) pre-market notification process or pre-market approval from the FDA, in each case prior to marketing. Obtaining the requisite regulatory approvals can be expensive and may involve considerable delay. If we fail to obtain, or experience significant delays in obtaining, regulatory approvals for diagnostic products that we develop, we may not be able to launch or successfully commercialize such products in a timely manner, or at all. In addition, if our products labeled as "For Research Use Only. Not for use in diagnostic procedures," or RUO, are used, or could be used, for the diagnosis of disease, the regulatory requirements related to marketing, selling and supporting such products could change or be uncertain, even if such use by our customers is without our consent. If the FDA or other regulatory authorities assert that any of our RUO products are subject to regulatory clearance or approval, our business, financial condition, or results of operations could be adversely affected.

In the EU, there is currently no premarket government review of medical devices (including IVDs). However, the EU requires that all IVDs placed on the market in the EU must meet general safety and performance requirements of the EU IVDR including the requirement that an IVD must be designed and manufactured in such a way that, during normal conditions of use, it is suitable for its intended purpose. IVDs must be safe and effective and must not compromise the clinical condition or safety of patients, or the safety and health of users and – where applicable – other persons, provided that any risks which may be associated with their use constitute acceptable risks when weighed against the benefits to the patient and are compatible with a high level of protection of health and safety, taking into account the generally acknowledged state of the art. Compliance with general safety and performance requirements laid down in Annex I to the EU IVDR is a prerequisite for European conformity marking ("CE mark") without which IVDs cannot be marketed or sold in the EU. The EU IVDR may impose increased compliance obligations for us if we decide to market products for clinical or diagnostic uses and impact our development plans.

While the EU IVDR has been adopted by Northern Island, it does not apply in Great Britain (England, Scotland and Wales). Consequently, though the regulatory framework for IVDs in Great Britain is currently largely based on the EU IVDD, the long-term regulatory framework remains uncertain while final legislation and accompanying guidance is pending.

In addition, the process of obtaining approval or clearance from the FDA or certification from notified bodies in the EU or approved bodies in the United Kingdom for new products, or with respect to enhancements or modifications to existing products, could take a significant period of time, require the expenditure of substantial resources, involve rigorous pre-clinical and clinical testing, require changes to products or result in limitations on the indicated uses of products. There can be no assurance that we will receive the required approvals, clearances or certifications for any new products or for modifications to our existing products on a timely basis or that any approval, clearance or certification will not be subsequently withdrawn or conditioned upon extensive post-market study requirements. Moreover, even if we receive FDA clearance or approval or certification from foreign bodies of new products or modifications to existing products, we will be required to comply with extensive regulations relating to the development, research, clearance, approval, certification, distribution, marketing, advertising and promotion, manufacture,

adverse event reporting, recordkeeping, and import and export of such products, which may substantially increase our operating costs and have a material impact on our business, profits and results of operations. Failure to comply with applicable regulations could jeopardize our ability to sell our products and result in enforcement actions such as warning letters, fines, injunctions, civil penalties, termination of distribution, recalls or seizures of products, delays in the introduction of products into the market, total or partial suspension of production, refusal to grant future clearances, approvals or certifications, withdrawals or suspensions of existing clearances, approvals or certifications, resulting in prohibitions on sales of our products, and in the most serious cases, criminal penalties, which could significantly impact our business, results of operations and financial condition.

Newly developed Laboratory Development Tests (LDTs) may be subject to new regulatory clearance or approval, and could result in adverse impacts to our business, financial condition, or results of operations.

We anticipate that certain of our products could in the future be available through laboratories that are certified under the CLIA. These IVD products are commonly called "laboratory developed tests," or LDTs. On April 29, 2024, the FDA released final regulations under the Federal Food, Drug, and Cosmetic Act ("FD&C Act") to make explicit that LDTs offered as IVDs are devices under the FD&C Act including when the manufacturer of the IVD is a laboratory (the "LDT Rule"). The LDT Rule also provides that the FDA intends to exercise enforcement discretion with regard to premarket review and most quality system requirements for certain categories of IVDs, including currently marketed IVDs offered as LDTs that were first marketed prior to April 29, 2024. The FDA has included additional enforcement discretion policies within the rule for LDTs approved by the New York State's Clinical Laboratory Evaluation Program. None of our products currently fall within the scope of the LDT Rule but in the future our products may fall within the scope of the rule. While the LDT Rule has been vacated, we cannot predict whether it will be reinstated and if so, how the FDA would implement the LDT Rule, or the characteristics, effects or implementation of any other potential rules or regulations that may be adopted in the future, and uncertainties remain as to whether and how newly developed LDT products that may require regulatory clearance or approval may impact our business, financial condition or results of operations.

We are subject to risks related to taxation in multiple jurisdictions and changes in tax laws or regulations that are applied adversely to us or our customers may have a material adverse effect on our business, cash flow, financial condition or results of operations.

We are subject to income taxes in both the United States and foreign jurisdictions. Significant judgments based on interpretations of existing tax laws or regulations are required in determining our provision for income taxes. Our effective income tax rate could be adversely affected by various factors, including, but not limited to, changes in the mix of earnings in tax jurisdictions with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in the level of non-deductible expenses (including stock-based compensation), changes in the location of our operations, changes in our future levels of research and development spending, changes in tax benefits from share based compensation, mergers and acquisitions or the result of examinations by various tax authorities. Although we believe our tax estimates are reasonable, if the United States Internal Revenue Service or any other taxing authority disagrees with the positions taken on our tax returns, we could have additional tax liability, including interest and penalties. If material, payment of such additional amounts upon final adjudication of any disputes could have a material impact on our results of operations and financial position.

New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, which could adversely affect our domestic and international business operations and our business and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. The Inflation Reduction Act of 2022 imposes a minimum tax on certain corporations with book income of at least $1 billion, subject to certain adjustments, and a 1% excise tax on certain stock buybacks and similar corporate actions. An Act to provide for reconciliation pursuant to title II of H. Con. Res. 14, enacted on July 4, 2025, includes significant modifications to the international tax framework but permits the expensing of certain research and development expenditures in the U.S. incurred in tax years beginning in 2025, while amortization over a 15-year period continues to be required for foreign based expenditures.

In addition, the Organization for Economic Co-Operation and Development has released guidance and blueprints covering various topics, including a global minimum effective tax rate of 15% on certain corporate groups known as "Pillar Two," and rules governing transfer pricing, country-by-country reporting and definitional changes to permanent establishment that could ultimately impact our tax liabilities as those guidance and blueprints are potentially implemented in various jurisdictions. For example, on December 12, 2022, the European Union member states agreed to implement the "Pillar Two" global corporate minimum tax rate as of January 1, 2024. In addition, various other countries where we do business have implemented or plan to implement the "Pillar Two" global corporate minimum tax rate and are also actively considering changes to their tax laws to adopt certain parts of the OECD's proposals. The enactment of these changes and similar legislation could significantly affect our tax obligations in many countries where we do business.

Our ability to use net operating losses to offset future taxable income may be subject to certain limitations.

Our ability to utilize our net operating loss carryforwards and research and development credit carryforwards for income tax savings is subject to certain conditions and may be subject to certain limitations in the future due to ownership changes as described below. As such, there can be no assurance that we will be able to utilize such carryforwards. We have experienced a history of losses and a lack of future taxable income would adversely affect our ability to utilize our net operating loss carryforwards and research and development credit carryforwards.

Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research tax credits, to offset its post-change income may be limited. In general, an "ownership change" will occur if there is a cumulative change in our ownership by certain significant shareholders that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. A portion of our net operating loss carryforwards and other tax attributes may be subject to limitation under Section 382 of the Code as a result of previous ownership changes and such limitations may result in expiration of a portion of our net operating loss carryforwards or other tax attributes before utilization. Our ability to use net operating loss carryforwards, research and development credit carryforwards and other tax attributes to reduce future taxable income and liabilities may be further limited as a result of future changes in stock ownership. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carryforwards or other pre-change tax attributes to offset United States federal and state taxable income may be subject to limitations, which could potentially result in increased future tax liability to us.

Ethical, legal, privacy and social concerns or governmental restrictions surrounding the use of the genomic and multiomic information and gene editing could reduce demand for our products.

While we do not make gene sequencing or gene editing products, our products are used to better understand genomic information that could further gene editing endeavors. For example, certain of our solutions allow users to examine cells that have been genetically perturbed using clustered regularly interspaced short palindromic repeats ("CRISPR") gene editing technology. Advances in genome editing or gene therapy, such as CRISPR Cas9 technology have been subject to negative publicity and increased regulatory scrutiny, in part due to the underlying ethical, legal, privacy and social concerns regarding the use or potential misuse of such technology. Governmental authorities could, for safety, social or other purposes, call for limits on or regulation of technologies and products used in the genome editing or gene therapy fields. Such concerns or governmental restrictions could limit the use of our products. Because the science and technology of genome editing or gene therapy is incredibly complex, any regulations or restrictions placed on such technology or aimed at curtailing its usage could, intentionally or inadvertently, limit or restrict the usage of our products. Any such restrictions or any reduction in usage of our products as a result of concerns regarding the usage of genome editing technology could have a material adverse effect on our business, financial condition and results of operations.

Risks related to our intellectual property, information technology and data security

Our success will depend on our ability to obtain, maintain and protect our intellectual property rights.

Our success and ability to compete depends in part on our ability to obtain, maintain and enforce issued patents, trademarks and other intellectual property rights and proprietary technology in the United States and elsewhere. If we cannot adequately obtain, maintain and enforce our intellectual property rights and proprietary technology, competitors may be able to use our technologies or the goodwill we have acquired in the marketplace and erode or negate any competitive advantage we may have and our ability to compete, which could harm our business and ability to achieve profitability and/or cause us to incur significant expenses.

We rely on a combination of contractual provisions, confidentiality procedures and patent, trademark, copyright, trade secret and other intellectual property laws to protect the proprietary aspects of our products, brands, technologies, trade secrets, know-how and data. These legal measures afford only limited protection, and competitors or others may gain access to or use our intellectual property rights and proprietary information. In addition, patents have a limited lifespan. In the United States, for example, the natural expiration of a utility patent is generally 20 years from the earliest effective non-provisional filing date. Our success will depend, in part, on preserving our trade secrets, maintaining the security of our data and know-how and obtaining, maintaining and enforcing other intellectual property rights. We may not be able to obtain, maintain and/or enforce our intellectual property or other proprietary rights necessary to our business or in a form that provides us with a competitive advantage.

Failure to obtain, maintain and/or enforce intellectual property rights necessary to our business and failure to protect, monitor and control the use of our intellectual property rights could negatively impact our ability to compete and cause us to incur significant expenses. The intellectual property laws and other statutory and contractual arrangements in the United States and other jurisdictions we depend upon may not provide sufficient protection in the future to prevent the infringement, use, violation or

misappropriation of our patents, trademarks, data, technology and other intellectual property rights by others, and may not provide an adequate remedy if our intellectual property rights are infringed, misappropriated or otherwise violated by others.

We rely in part on our portfolio of issued patents and pending patent applications in the United States and other countries to protect our intellectual property and competitive position. However, it is also possible that we may fail to identify patentable aspects of inventions made in the course of the development, manufacture and commercialization activities conducted by or on behalf of us before it is too late to obtain patent protection on such inventions. If we fail to timely file for patent protection in any jurisdiction, we may be precluded from doing so at a later date. Although we enter into non-disclosure and confidentiality agreements with parties who have access to patentable aspects of our research and development output, such as our employees, corporate collaborators, outside scientific collaborators, suppliers, 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. 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 were the first to make the inventions claimed in any of our patents or pending patent applications, or that we were the first to file for patent protection of such inventions. Moreover, should we become a licensee of a third party's patents or patent applications, depending on the terms of any future in-licenses to which we may become a party, we may not have the right to control the preparation, filing and prosecution of patent applications, or to maintain or enforce the patents, covering technology in-licensed from third parties. Therefore, these patents and patent applications may not be prosecuted, maintained and/or enforced in a manner consistent with the best interests of our business. While we generally apply for patents in those countries where we intend to make, have made, use, import, offer for sale or sell our products, we may not accurately predict all of the countries where patent protection will ultimately be desirable. Furthermore, the issuance of a patent does not give us the right to practice the patented invention. Third parties may have blocking patents that could prevent us from importing, manufacturing and/or commercializing our own products or services, or otherwise practicing our own technology. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business.

The patent positions of companies, including our patent position, may involve complex legal and factual questions that have been the subject of much litigation in recent years, and, therefore, the scope of any patent claims that we have or may obtain cannot be predicted with certainty. Accordingly, we cannot provide any assurances about which of our patent applications will issue, the breadth of any resulting patent, whether any of the issued patents will be found to be infringed, invalid or unenforceable or will be threatened or challenged by third parties, that any of our issued patents have, or that any of our currently pending or future patent applications that mature into issued patents will include, claims with a scope sufficient to protect our products, services or technology. Our pending and future patent applications may not result in the issuance of patents or, if issued, may not issue in a form that will be advantageous to us. The coverage claimed in a patent application can be significantly reduced before the patent is issued, and its scope can be reinterpreted after issuance. We cannot offer any assurances that the breadth of our issued patents will be sufficient to stop a competitor from developing, manufacturing and commercializing a product or technologies in a non-infringing manner that would be competitive with one or more of our products or technologies, or otherwise provide us with any competitive advantage. Furthermore, any successful challenge to these patents or any other patents owned by or licensed to us after patent issuance could deprive us of rights necessary for our commercial success. Further, there can be no assurance that we will have adequate resources to enforce our patents.

Though an issued patent is presumed valid and enforceable, its issuance is not conclusive as to its validity or its enforceability and it may not provide us with adequate proprietary protection or competitive advantages against competitors with similar products or services. Patents, if issued, may be challenged, deemed unenforceable, invalidated, narrowed or circumvented. Proceedings challenging our patents or patent applications could result in either loss of the patent, or denial of the patent application or loss or reduction in the scope of one or more of the claims of the patent or patent application. Any successful challenge to our patents and patent applications could deprive us of exclusive rights necessary for our commercial success. In addition, defending such challenges in such proceedings may be costly. Thus, any patents that we may own may not provide the anticipated level of, or any, protection against competitors. Furthermore, an adverse decision may result in a third party receiving a patent right sought by us, which in turn could affect our ability to develop, manufacture or commercialize our products or technologies.

Some of our patents and patent applications may in the future be co-owned with third parties. If we are unable to obtain an exclusive license to any 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, services and technology. In addition, we may need the cooperation of any such co-owners of our patents in order to enforce such patents against third parties, and such cooperation may not be provided to us.

The degree of future protection for our proprietary rights is uncertain, and we cannot ensure that:

- others will not develop, manufacture and/or commercialize similar or alternative products or technologies that do not infringe our patents;

- any patents issued to us will provide a basis for an exclusive market for our commercially viable products or technologies, will provide us with any competitive advantages or will not be challenged by third parties;
- any of our challenged patents will be found to ultimately be valid and enforceable;
- any of our patents, or any of our pending patent applications, if issued, will include claims having a scope sufficient to protect our products or services;
- any of our pending patent applications will issue as patents;
- we will be able to successfully manufacture and commercialize our products on a substantial scale before relevant patents we may have expire;
- we were the first to make the inventions covered by each of our patents and pending patent applications;
- we were the first to file patent applications for these inventions;
- we will develop additional proprietary technologies or products that are separately patentable; or
- our commercial activities or products will not infringe upon the patents of others.

If we cannot successfully enforce our intellectual property rights, the commercial value of our products and technologies will be adversely affected and our competitive position may be harmed.

Third parties, including our competitors, may currently, or in the future, infringe, misappropriate or otherwise violate our issued patents or other intellectual property rights, and we may file lawsuits or initiate other proceedings to protect or enforce our patents or other intellectual property rights, which could be expensive, time-consuming and unsuccessful. We regularly monitor for unauthorized use of our intellectual property rights and, from time to time, analyze whether to seek to enforce our rights against potential infringement, misappropriation or violation of our intellectual property rights. However, the steps we have taken, and are taking, to protect our proprietary rights may not be adequate to enforce our rights as against such infringement, misappropriation or violation of our intellectual property rights. In certain circumstances it may not be practicable or cost-effective for us to enforce our intellectual property rights fully, particularly in certain developing countries or where the initiation of a claim might harm our business relationships. We may also be hindered or prevented from enforcing our rights with respect to a government entity or instrumentality because of the doctrine of sovereign immunity. Our ability to enforce our patent or other intellectual property rights depends on our ability to detect infringement. It may be difficult to detect infringers who do not advertise the components or methods that are used in connection with their products or technologies. Moreover, it may be difficult or impossible to obtain evidence of infringement in a competitor's or potential competitor's product or technologies. Thus, we may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Any inability to meaningfully enforce our intellectual property rights could harm our ability to compete and reduce demand for our products and technologies. We have in the past and may in the future become, involved in lawsuits to protect or enforce our intellectual property rights. An adverse result in any litigation proceeding could harm our business. In any lawsuit we bring to enforce our intellectual property rights, a court may refuse to stop the other party from using the technology at issue on grounds that our intellectual property rights do not cover the technology in question. Any claims we assert against perceived infringers could also provoke these parties to assert counterclaims against us alleging that we infringe, misappropriate or otherwise violate their intellectual property rights. If we initiate legal proceedings against a third party to enforce a patent covering a product or technology, the defendant could counterclaim that such patent is invalid or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are common, and there are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of patentable subject matter, novelty, obviousness, or non-enablement. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the U.S. Patent and Trademark Office ("USPTO"), or made a misleading statement, during prosecution. Mechanisms for such challenges include re-examination, post-grant review, inter partes review, interference proceedings, derivation proceedings, and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings). In a patent or other intellectual property infringement proceeding, a court may decide that a patent or other intellectual property right of ours is invalid or unenforceable, in whole or in part, construe the patent's claims or other intellectual property narrowly or refuse to stop the other party from using the technology at issue on the grounds that our patents or other intellectual property do not cover the technology in question. Furthermore, even if our patents or other intellectual property rights are found to be valid and infringed, a court may refuse to grant injunctive relief against the infringer and instead grant us monetary damages and/or ongoing royalties. Such monetary compensation may be insufficient to adequately offset the damage to our business caused by the infringer's competition in the market. An adverse result in any litigation or administrative proceeding could put one or more of our patents or other intellectual property rights at risk of being invalidated or interpreted narrowly, which could adversely affect our competitive business position, financial condition and results of operations. Moreover, even if we are successful in any litigation, we may

incur significant expense in connection with such proceedings, and the amount of any monetary damages may be inadequate to compensate us for damage as a result of the infringement and the proceedings.

We may be subject to claims challenging the inventorship or ownership of our patents and other intellectual property rights.

We may also be subject to claims that our former employees, contractors or collaborators, or other third parties have an ownership interest in our current or future patents, patent applications, or other intellectual property rights, including as an inventor or co-inventor. We may be subject to ownership or inventorship disputes in the future arising, for example, from conflicting obligations of employees, consultants or others who were or are involved in developing our products or services. Although it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property rights to execute agreements assigning such intellectual property rights to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property rights that we regard as our own, and we cannot be certain that our agreements with such parties will be upheld in the face of a potential challenge, or that they will not be breached, for which we may not have an adequate remedy. The assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, and litigation may be necessary to defend against these and other claims challenging inventorship or ownership. 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 rights, and other owners may be able to license their rights to other third parties, including our competitors. Such an outcome could have a material adverse effect on our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees.

Additionally, we may be subject to claims from third parties challenging ownership interest in or inventorship of intellectual property rights we regard as our own, based on claims that our agreements with employees or consultants obligating them to assign their intellectual property rights to us are ineffective or in conflict with prior or competing contractual obligations to assign inventions and intellectual property rights to another employer, to a former employer, or to another person or entity. Litigation may be necessary to defend against such claims, and it may be necessary or we may desire to obtain a license to such third party's intellectual property rights to settle any such claim; however, there can be no assurance that we would be able to obtain such license on commercially reasonable terms, if at all. If our defense to those claims fails, in addition to paying monetary damages or a settlement payment, a court could prohibit us from using technologies, features or other intellectual property rights that are essential to our products or technologies, if such technologies or features are found to incorporate or be derived from the trade secrets or other proprietary information of another person or entity, including another or former employers. An inability to incorporate technologies, features or other intellectual property rights that are important or essential to our products or services could have a material adverse effect on our business, financial condition, results of operations, and competitive position, and may prevent us from developing, manufacturing and/or commercializing our products or technologies. In addition, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against these claims, litigation could result in substantial costs and could be a distraction to management and our employees. Any litigation or the threat thereof may adversely affect our ability to hire employees or contract with independent sales representatives. A loss of key personnel or their work product could hamper or prevent our ability to develop, manufacture and/or commercialize our products or services, which could materially and adversely affect our business, financial condition and results of operations.

We depend on certain intellectual property rights that are licensed to us. We may be unsuccessful in licensing or acquiring intellectual property rights from third parties that may be necessary to develop, manufacture and/or commercialize our current and/or future products or technologies.

Various proprietary technologies that are used in a substantial majority of our consumables are protected by intellectual property rights that we in-license from third parties. Our rights to use such intellectual property rights in our business are subject to the continuation of and our compliance with the terms of the license agreements between us and each of our licensors.

A third party may hold intellectual property rights, including patent rights, that are important or necessary to the development, manufacture and/or commercialization of our current and/or future products or technologies, in which case we would need to acquire or obtain a license to such intellectual property rights from such third party. A third party that perceives us to be a competitor may be unwilling to assign or license its intellectual property rights to us. In addition, the licensing or acquisition of third-party intellectual property rights is a competitive area, and other companies may also pursue similar strategies to license or acquire such third party's intellectual property rights. Some of these companies may have a competitive advantage over us due to their size, capital resources and greater development, manufacturing and commercialization capabilities. We also may be unable to license or acquire third party intellectual property rights on commercially reasonable terms that would allow us to make an appropriate return on our investment, or we may be unable to obtain any such license or acquisition at all. If we are unable to successfully license or acquire necessary third-party intellectual property rights, we may not be able to develop, manufacture or commercialize our current and/or future products or technologies, which could have a material adverse effect on our business, financial condition and results of operations.

If we fail to execute invention assignment agreements with our employees and contractors involved in the development of intellectual property rights or are unable to protect the confidentiality of our trade secrets, the value of our products and technologies and our business and competitive position could be harmed.

In addition to patent protection, we also rely on other intellectual property rights, including protection of copyright, trade secrets, know-how and/or other proprietary information that is not patentable or that we elect not to patent.

However, trade secrets can be difficult to protect, and some courts are less willing or unwilling to protect trade secrets. To maintain the confidentiality of our trade secrets and proprietary information, we rely heavily on confidentiality provisions that we have in contracts with our employees, consultants, collaborators and other third parties. We generally enter into confidentiality and invention assignment agreements with our employees, consultants and third parties upon their commencement of a relationship with us. 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 and we may not enter into such agreements with all employees, consultants and third parties who have been involved in the development of our intellectual property rights. Although we generally 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 provide any assurances that all such agreements have been duly executed. In addition, despite the protections we do place on our intellectual property or other proprietary rights, monitoring unauthorized use and disclosure of our intellectual property rights by employees, consultants and other third parties who have access to such intellectual property or other proprietary rights is difficult, and we do not know whether the steps we have taken to protect our intellectual property or other proprietary rights will be adequate. Therefore, we may not be able to prevent the unauthorized disclosure or use of our technical knowledge or other trade secrets by such employees, consultants, advisors or third parties, despite the existence generally of these confidentiality restrictions. These agreements may not provide meaningful protection against the unauthorized use or disclosure of our trade secrets, know-how or other proprietary information in the event the unwanted use is outside the scope of the provisions of the contracts or in the event of any unauthorized use, misappropriation, or disclosure of such trade secrets, know-how or other proprietary information that we fail to detect. There can be no assurances that such employees, consultants, advisors or third parties will not breach their agreements with us, that we will have adequate remedies for any breach, or that our trade secrets will not otherwise become known or independently developed by third parties, including our competitors. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed. The exposure of our trade secrets and other proprietary information would impair our competitive advantages and could have a material adverse effect on our business, financial condition and results of operations. In particular, a failure to protect our proprietary rights may allow competitors to copy our technology, which could adversely affect our pricing and market share.

Costly and time-consuming litigation could be necessary to enforce and determine the scope of our trade secret rights and related confidentiality and nondisclosure provisions, and outcomes are unpredictable. Further, it is possible that others will independently develop the same or similar technology, products or services or otherwise obtain access to our unpatented technology, and in such cases, we could not assert any trade secret rights against such parties. If we fail to obtain or maintain trade secret protection, or if our competitors obtain our trade secrets or independently develop technology or products similar to ours, our competitive market position could be materially and adversely affected. In addition, some courts are less willing or unwilling to protect trade secrets and agreement terms that address non-competition are difficult to enforce in many jurisdictions and might not be enforceable in certain cases.

In addition to contractual measures, we try to protect the confidential nature of our proprietary information by maintaining physical security of our premises and electronic security of our information technology systems. Such security measures may not, for example, in the case of misappropriation of a trade secret by an employee, consultant or other third party with authorized access, provide adequate protection for our proprietary information. Our security measures may not prevent an employee, consultant or other third party from misappropriating our trade secrets and providing them to a competitor, and recourse we take against such misconduct may not provide an adequate remedy to protect our interests fully. Unauthorized parties may also attempt to copy or reverse engineer certain aspects of our products or services that we consider proprietary. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time-consuming, and the outcome is unpredictable. Further, we may not be able to obtain adequate remedies for any breach. While we use commonly accepted security measures, trade secret violations are often a matter of state law in the United States, and the criteria for protection of trade secrets can vary among different jurisdictions. If the steps we have taken to maintain our trade secrets are deemed inadequate, we may have insufficient recourse against third parties for misappropriating the trade secret. In addition, trade secrets may be independently developed by others in a manner that could prevent legal recourse by us. If any of our intellectual property rights or confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any such information was independently developed by a competitor, it could have a material adverse effect on our competitive position, business, financial condition, results of operations and prospects.

We may be subject to claims that we or our employees have misappropriated the intellectual property rights of a third party, including trade secrets or know-how, or are in breach of non-competition or non-solicitation agreements with our competitors.

We may be subject to claims that our employees or consultants have wrongfully used for our benefit or disclosed to us confidential information, including trade secrets or know-how, of third parties. Many of our employees and consultants were previously employed at or engaged by other medical device companies, including our competitors or potential competitors. Some of these employees and consultants may have executed confidential information non-disclosure and inventions assignment agreements and non-competition agreements in connection with such previous employment or engagements. Although we try to ensure that our employees and consultants do not use the intellectual property rights, proprietary information, know-how or trade secrets of others in their work for us, we may be subject to claims that we or these individuals have, inadvertently or otherwise, misappropriated the intellectual property rights or disclosed the alleged trade secrets or other proprietary information, of these former employers, clients or other third parties. To the extent that our employees or consultants use intellectual property rights or proprietary information owned by others in their work for us, disputes may arise as to the rights in any related or resulting know-how and inventions. Litigation may be necessary to defend against these claims. There is no guarantee of success in defending these claims, and even if we are successful, litigation could result in substantial cost and be a distraction to our management and other employees.

Obtaining and maintaining 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 non-compliance with these requirements.

The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. In addition, periodic maintenance fees, renewal fees, annuity fees and various other government fees on issued patents often must be paid to the USPTO and foreign patent agencies over the lifetime of the patent and/or applications and any patent rights we may obtain in the future. While an unintentional lapse of a patent or patent application 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 non-compliance 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. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we or our patent licensors fail to maintain the patents and patent applications covering our products, services or technology, we may not be able to stop a competitor from marketing products, services or technologies that are the same as or similar to our products, services or technologies which would have a material adverse effect on our business, financial condition and results of operations.

Changes in patent law or the organizational changes to the USPTO could diminish the value of our patents in general, thereby impairing our ability to protect our current and future products, services or technologies, and could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our current or future patents.

Our ability to obtain patents and the breadth of any patents obtained is uncertain in part because, to date, some legal principles remain unresolved, and there has not been a consistent policy regarding the breadth or interpretation of claims allowed in patents in the United States and other countries. Changes in either patent laws or in interpretations of patent laws in the United States and other countries may diminish the value of our intellectual property rights or narrow the scope of our patent protection, which in turn could diminish the commercial value of our products, services and technologies.

Patent reform legislation may pass in the future that could lead to additional uncertainties and increased costs surrounding the prosecution, enforcement and defense of our patents and applications. Furthermore, the U.S. Supreme Court and the U.S. Court of Appeals for the Federal Circuit have made, and will likely continue to make, changes in how the patent laws of the United States are interpreted. The United States 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 the United States 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 own or that we might obtain or license in the future. An inability to obtain, enforce, and defend patents covering our proprietary technologies would materially and adversely affect our business prospects and financial condition.

For example, various courts, including the U.S. Supreme Court, have rendered decisions that impact the scope of patentability of certain inventions or discoveries relating to the life sciences. Specifically, these decisions stand for the proposition that patent claims that recite laws of nature (for example, the relationships between gene expression levels and the likelihood of risk of

recurrence of cancer) are not themselves patentable unless those patent claims have sufficient additional features that provide practical assurance that the processes are genuine inventive applications of those laws rather than patent drafting efforts designed to monopolize the law of nature itself. What constitutes a "sufficient" additional feature is uncertain and has been subject to evolving regulatory guidance which indicates that claims directed to a law of nature, a natural phenomenon or an abstract idea that do not meet the eligibility requirements should be rejected as non-statutory, patent ineligible subject matter; however, method of treatment claims that practically apply natural relationships should be considered patent eligible. We cannot assure you that our patent portfolio will not be negatively impacted by the current uncertain state of the law, new court rulings or changes in guidance or procedures issued by the USPTO. From time to time, the U.S. Supreme Court, other federal courts, the U.S. Congress or the USPTO may change the standards of patentability and validity of patents within the life sciences and any such changes could have a negative impact on our business.

Similarly, foreign courts have made, and will likely continue to make, changes in how the patent laws in their respective jurisdictions are interpreted. Changes in patent laws and regulations in other countries or jurisdictions, 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 own or may obtain in the future. Further, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws of the United States. In addition, any protection afforded by foreign patents may be more limited than that provided under U.S. patent and intellectual property laws. We may encounter significant problems in enforcing and defending our intellectual property both in the United States and abroad. For example, if the issuance in a given country of a patent covering an invention is not followed by the issuance in other countries of patents covering the same invention, or if any judicial interpretation of the validity, enforceability or scope of the claims or the written description or enablement in a patent issued in one country is not similar to the interpretation given to the corresponding patent issued in other countries, our ability to protect our intellectual property rights in those countries may be limited. Changes in either patent laws or in interpretations of patent laws in the United States and other countries may materially diminish the value of our intellectual property rights or narrow the scope of our patent protection. We cannot predict future changes in the interpretation of patent laws or changes to patent laws that might be enacted into law by U.S. and foreign legislative bodies. Those changes may materially affect our patents or patent applications and our ability to obtain additional patent protection in the future. Any of the foregoing could have a material adverse effect on our competitive position, business, financial condition, results of operations and prospects.

In June 2023, the European Unitary Patent system and the European Unified Patent Court ("UPC") were launched. European patent applications now have the option, upon grant of a patent, of becoming a Unitary Patent which is subject to the jurisdiction of the UPC. In addition, conventional European patents, both already granted at the time the new system began and granted thereafter, are subject to the jurisdiction of the UPC, unless actively opted out. This was a significant change in European patent practice, and deciding whether to opt-in or opt-out of Unitary Patent practice entail strategic and cost considerations. The UPC provides third parties with a new forum to centrally revoke our European patents and makes it possible for a third party to obtain pan-European injunctions against us. It will be several years before we will understand the scope of patent rights that will be recognized and the strength of patent remedies that will be provided by the UPC. While we have the right to opt our patents out of the UPC over the first seven years of the court's existence, doing so may preclude us from realizing the benefits of the UPC. Moreover, the decision whether to opt-in or opt-out of Unitary Patent status will require coordinating with co-applicants, if any, adding complexity to any such decision.

The legal systems in certain countries may also favor state-sponsored or companies headquartered in particular jurisdictions over our first-in-time patents and other intellectual property protection. We are aware of incidents where such entities have stolen the intellectual property of domestic companies in order to create competing products and we believe we may face such circumstances ourselves in the future. For example, through its "Annual Special 301 Report on Intellectual Property," the Office of the United States Trade Representative ("USTR") has been reporting on the adequacy and effectiveness of intellectual property protection in a number of foreign countries that are U.S. trading partners and their protection and enforcement of intellectual property rights. A number of countries in which both we and our distributors operate have been identified in the reports as being on the Priority Watch List. Placement of a country on the Priority Watch List indicates that particular problems exist in that country with respect to intellectual property protection, enforcement, or market access for persons relying on intellectual property rights. Countries placed on the Priority Watch List are the focus of increased bilateral attention concerning the specific problem areas. It is possible that we will not be able to enforce our intellectual property rights against third parties that misappropriate our proprietary technology in those countries.

Additionally, organizational changes to the USPTO could increase the uncertainties, timing and costs related to the prosecution of our patent applications. For example, in response to the deferred resignation program offered by the United States Office of Personnel Management to all employees of the United States federal civil service on January 28, 2025, a number of USPTO employees have resigned or indicated their intent to resign, including USPTO Commissioner for Patents Vaishali Udupa. Reductions in the staff available to process, review and make decisions regarding patent applications as well as complete other patent-related activities could delay or prevent us from successfully prosecuting our current or future patent applications.

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. For example:

- others may independently develop, manufacture and commercialize products, services or technologies that are similar to or are alternatives or duplicates of any of our products, services or technologies without infringing, misappropriating or otherwise violating our intellectual property rights;
- issued patents that we hold rights to may be held invalid or unenforceable, including as a result of legal challenges by our competitors;
- it is possible that our pending patent applications or those that we may own in the future will not lead to issued patents or even when they issue, the scope of the claims may be narrowed;
- our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop, manufacture and commercialize competitive products, services or technologies for sale in our major commercial markets;
- we, or current or future licensors or collaborators, might not have been the first to make the inventions covered by the issued patent or pending patent application that we license or may own in the future;
- we, or current or future licensors or collaborators, might not have been the first to file patent applications covering certain of our or their inventions;
- we may not develop additional proprietary technologies that are patentable;
- the intellectual property rights of others may harm our business; and
- we may choose not to seek patent protection for some of our proprietary technology to maintain certain trade secrets or know-how, and a third party may subsequently file a patent covering such trade secrets or know-how.

If our trademarks and trade names are not adequately protected, we may not be able to build name recognition in our markets of interest and our competitive position may be harmed.

Our trademarks could be challenged, invalidated, infringed, and circumvented by third parties, and our trademarks could also be diluted, declared generic or found to be infringing on other marks. If any of the foregoing occurs, we could be forced to re-brand our products, services or technologies, resulting in loss of brand recognition and requiring us to devote resources to advertising and marketing new brands, and suffer other competitive harm. Third parties may also adopt trademarks similar to ours, which could harm our brand identity and lead to market confusion. Further, there can be no assurance that competitors will not infringe our trademarks or that we will have adequate resources to enforce our trademarks. 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. Certain of our current or future trademarks may become so well known by the public that their use becomes generic and they lose trademark protection. 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. Any of the foregoing could have a material adverse effect on our competitive position, business, financial condition, operating results and prospects.

We rely on our trademarks, trade names and brand names, such as our 10X, 10X GENOMICS, CHROMIUM, VISIUM and XENIUM marks, to distinguish our products, services and technologies from the products, services and technologies of our competitors, and have registered or applied to register many of these trademarks in the United States and certain countries outside the United States, however, we have not yet registered all of our trademarks in all of our current and potential markets. There can be no assurance that our trademark applications will be approved for registration. During trademark registration proceedings, we may receive rejections. Although we are given an opportunity to respond to those rejections, we may be unable to overcome such rejections. In addition, in proceedings before the USPTO and comparable agencies in many foreign jurisdictions, third parties may also oppose our trademark applications and may seek to cancel trademark registrations or otherwise challenge our use of the trademarks. Opposition or cancellation proceedings may be filed against our trademark filings in these agencies, and such filings may not survive such proceedings. While we may be able to continue the use of our trademarks in the event registration is not available, particularly in the United States, where trademark rights are acquired based on use and not registration, third parties may be able to enjoin the continued use of our trademarks if such parties are able to successfully claim infringement in court. In addition, opposition or cancellation proceedings may be filed against our trademark applications and registrations and our trademarks may not survive such proceedings. If we do not secure registrations for our trademarks, we may encounter more difficulty in enforcing them against third parties than we otherwise would. Our trademarks or trade names may be infringed, circumvented, declared generic or determined to be violating or infringing on other marks.

Our solutions contain third-party open source software components and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products.

Our solutions contain software tools licensed by third parties under open source software licenses. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source software licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source software licenses contain requirements that the licensee make its source code publicly available if the licensee creates modifications or derivative works using such open source software, depending on the type of open source software the licensee uses and how the licensee uses it. If we combine our proprietary software with open source software in a certain manner, we could, under certain open source software licenses, be required to make available the source code of certain of our proprietary software to the public for free. This could allow our competitors to create similar products with less development effort and time and ultimately could result in a loss of product sales and revenue. In addition, some companies that use third-party open source software have faced claims challenging their use of such open source software and their compliance with the terms of the applicable open source license. We may be subject to suits by third parties claiming ownership of what we believe to be open source software, or claiming non-compliance with the applicable open source licensing terms. Use of open source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to compromise or attempt to compromise our technology platform and systems.

Although we typically review our use of open source software to avoid subjecting our solutions to conditions we do not intend, the terms of many open source software licenses have not been interpreted by United States courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. Moreover, our processes for monitoring and controlling our use of open source software in our solutions may not be effective. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our solutions on terms that are not economically feasible, to re-engineer our solutions, to discontinue the sale of our solutions if re-engineering could not be accomplished on a timely basis, to pay statutory or other damages to the license holder or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, operating results and financial condition.

We collect, process, store, share, disclose and use personal information and other data, which subjects us to governmental regulations and other legal obligations related to privacy and security, and our actual or perceived failure to comply with such obligations could harm our business.

We collect, process, store, transmit, disclose and use information from our employees, customers and others, including personal information and other data, some of which may be sensitive in nature. There are numerous federal, state and foreign laws and regulations regarding data protection, privacy and security. We strive to comply with applicable laws, our posted policies and legal contractual obligations relating to privacy and data protection. However, the scope of these laws is changing, is subject to differing interpretations, may be costly to comply with and may be inconsistent among countries and jurisdictions or conflict with other rules. Our business, including our ability to operate and expand internationally, could be adversely affected if legislation or regulations are adopted, interpreted or implemented in a manner that is inconsistent with our current business practices and that require changes to these practices.

The global data protection landscape is rapidly evolving and new laws and regulations are constantly being enacted such as China's "Personal Information Protection Law" and Singapore's "Personal Data Protection Act." Violations of existing and new laws and regulations may subject companies to significant penalties and fines, government investigations and/or enforcement actions, private litigation and other claims. Our operations abroad may also be subject to increased scrutiny or attention from data protection authorities. For example, in Europe, the EU GDPR and the United Kingdom General Data Protection Regulation and Data Protection Act 2018 ("UK GDPR" and together with the EU GDPR, the "GDPR") imposes stringent requirements for processing personal data of individuals within the EEA and UK or in the context of our activities within the EEA and the UK. The processing of sensitive personal data, such as health conditions, may impose heightened compliance burdens under the GDPR. In addition, the GDPR provides for breach reporting requirements, more robust regulatory enforcement and greater penalties for noncompliance than previous data protection laws, including fines of up to €20 million / £17.5 million or 4% of a noncompliant company's global annual revenue for the preceding financial year, whichever is greater. Among other requirements, the GDPR regulates transfers of personal data subject to the GDPR to third countries outside the EEA or UK that have not been found to provide adequate protection to such personal data, including the United States, and the efficacy and longevity of current transfer mechanisms between the EEA and certain jurisdictions, including the United States and China, remains uncertain. Case law from, the Court of Justice of the EU ("CJEU") states that reliance on the standard contractual clauses, or SCCs - a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism - alone may not necessarily be sufficient in all circumstances and that transfers must be assessed on a case-by-case basis. We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue and international transfers to the United States and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. As the regulatory

guidance and enforcement landscape in relation to data transfers continue to develop, we could suffer additional costs, complaints and/or regulatory investigations or fines, and/or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results.

Other foreign jurisdictions, such as China and Russia, are increasingly implementing or developing their own privacy regimes with complex and onerous compliance obligations and robust regulatory enforcement powers. As we continue to expand into other foreign countries and jurisdictions, we may be subject to additional laws and regulations that may affect how we conduct business.

In the United States, the California Consumer Privacy Act of 2018 (the "CCPA"), as amended by the California Privacy Rights Act (collectively,(the "CCPA"), requires covered businesses that process the personal information of California residents to, among other things: (i) provide certain disclosures to California residents regarding the business's collection, use and disclosure of their personal information, (ii) receive and respond to requests from California residents to access, delete and correct their personal information, or to opt out of certain disclosures of their personal information, and (iii) enter into specific contractual provisions with services providers that process California resident personal information on the business's behalf. Additional compliance investment and potential business process changes may also be required. Similar laws have been enacted in other states, reflecting a trend toward more stringent privacy legislation in the United States. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging.

We may obtain health information from third parties, such as research institutions with which we collaborate, that are subject to privacy and security requirements under the Health Insurance Portability and Accountability Act of 1996, as amended ("HIPAA"). Although we do not believe that we are directly subject to HIPAA, other than potentially with respect to providing certain employee benefits, we could be subject to criminal penalties if we knowingly obtain or disclose individually identifiable health information maintained by a HIPAA covered entity in a manner that is not authorized or permitted by HIPAA. Furthermore, the Federal Trade Commission ("FTC") has authority to initiate enforcement actions against entities that mislead customers about compliance with HIPAA, make deceptive statements about privacy and data sharing in privacy policies, fail to limit third-party use of personal health information, fail to implement policies to protect personal health information or engage in other unfair practices that harm customers or that may violate Section 5(a) of the FTC Act. The FTC and many state Attorneys General also continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. For example, according to the FTC, failing to take appropriate steps to keep consumers' personal information secure can constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the FTC Act. The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities.

Additionally, in 2024, the National Security Division of the U.S. Department of Justice ("DOJ") issued a new rule—referred to as the "Data Security Program" ("DSP")—to implement Executive Order 14117 aimed at preventing access to "bulk U.S. sensitive personal data" and "government-related data" by "countries of concern" (including China, Russia, Iran, North Korea, Cuba, and Venezuela) and "covered persons" (as all such terms are defined in the DSP). Effective as of April 8, 2025, and fully enforceable as of July 9, 2025, the DSP imposes stringent obligations on companies within its scope and prohibits or restricts "covered data transactions" that grant countries of concern or covered persons access to bulk U.S. sensitive personal data or any amount of government-related data. The DSP is new, complex and has yet to be enforced, and as such, there is a risk that our interpretation of its applicability, scope, and requirements is incorrect, incomplete, or misapplied. Compliance with the DSP may require us to invest heavily in data security and compliance measures, such as implementing and complying with the Cybersecurity and Infrastructure Security Agency's guidelines and other burdensome recordkeeping, reporting, and auditing requirements. It may also require us to implement new processes, stop or restrict certain data transfers, alter the geographic scope of our operations, cease doing business with certain third parties or using certain tools or vendors, or change how data flows throughout our business, any of which could materially impact our business operations or hinder our ability to grow our business. Finally, non-compliance with the DSP could result in significant civil or criminal penalties, which could materially adversely affect our business, results of operations, and financial condition.

Any failure or perceived failure by us or our vendors or partners to comply with these laws and regulations, our privacy and notice policies, our privacy-related obligations to employees, customers or other third parties or privacy or security-related legal obligations, or any actual or perceived compromise of security that results in the unauthorized access to or disclosure, alteration, theft, loss, transfer or use of personal or other information, including personally identifiable information or other sensitive data, may result in governmental enforcement actions, fines and penalties, litigation or public statements critical of us by consumer advocacy groups or others and could cause our customers, partners or others to lose trust in us, which could have an adverse effect on our business.

If we or our critical third-party providers experience a significant disruption in our information technology systems or breaches of data security, our business could be adversely affected.

We collect and maintain information in digital form that is necessary to conduct our business, and we are increasingly dependent on information technology systems and infrastructure to operate our business. In the ordinary course of our business, we collect, store and transmit large amounts of confidential information, including intellectual property, proprietary business information, preclinical and clinical trial data, health-related information and personal information of our customers, employees and other related third parties (collectively, "Confidential Information"). It is critical that we do so in a secure manner to maintain the confidentiality, availability and integrity of such Confidential Information.

We rely on information technology systems to keep financial records, facilitate our research and development initiatives, manage our manufacturing operations, maintain quality control, fulfill customer orders, maintain corporate records, communicate with staff and external parties and operate other critical functions. We operate some of these systems but we also rely on third-party providers for a range of software, products and services that are critical to our operations and business. Both our and our third-party providers' information technology systems are vulnerable to attack, damage or disruption due to breakdown, malicious intrusion, computer viruses, malware (e.g. ransomware) or other disruptive events, including but not limited to, natural disasters and catastrophes. In addition, malicious code (such as viruses, worms and ransomware), misconfigurations, bugs or vulnerabilities in our code, employee theft or misuse, human error, social engineering and phishing scams, denial-of-service attacks and sophisticated nation-state and nation-state supported attacks (including advanced persistent threat intrusions), are all increasingly common threats to companies like us.

Despite significant efforts to create security barriers to such threats, it is impossible for us to entirely mitigate these risks. If our security measures are compromised as a result of third-party action, employee or customer error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our reputation could be damaged, our business may be harmed and we could incur significant liability. If we were to experience a prolonged system disruption in our information technology systems or those of certain of our vendors, it could negatively impact our ability to serve our customers, which could adversely impact our business. If operations at our facilities were disrupted, it may cause a material disruption in our business if we are not capable of restoring functionality on an acceptable timeframe. An attack or security incident that exposes Confidential Information to unauthorized persons could lead to the loss of trade secrets or other intellectual property, or could lead to the exposure of personal data of our employees, customers and others, any of which could have a material adverse effect on our business, reputation, financial condition and results of operations.

Concerns regarding data privacy and security may cause some of our customers to stop using our platform for Cloud Services or other product solutions. This discontinuance in use could substantially harm our business, operating results and growth prospects. In addition, any access, disclosure, loss or unauthorized use of information or data could result in legal claims or proceedings (including class actions), regulatory investigations or actions, and other types of liability under laws that protect the privacy and security of personal information, including federal, state and foreign data protection and privacy regulations, violations of which could result in significant penalties and fines. In addition, although we seek to detect and investigate all data security incidents, security breaches and other incidents of unauthorized access to our information technology systems and data can be difficult to detect and any delay in identifying such breaches or incidents may lead to increased harm and legal exposure of the type described above.

We have not always been able in the past and may be unable in the future to anticipate or prevent techniques used to obtain unauthorized access or to compromise our systems because the techniques used change frequently and are generally not detected until after an incident has occurred. We may also face increased cybersecurity risks due to our reliance on internet technology when our employees are working remotely, which may create additional opportunities for cybercriminals to exploit vulnerabilities. Cyberattacks and other malicious internet-based activity continue to increase and cloud-based platform providers of services have been and are expected to continue to be targeted and threat actors are increasingly utilizing tools and techniques (including AI) designed to evade controls, to avoid detection and even to obfuscate or remove forensic evidence. Additionally, any integration of AI in our or any third party's operations, products or services is expected to pose new or unknown cybersecurity risks and challenges.

We have experienced cyberattacks and other security incidents and expect to continue to experience such events. The cost of investigating, mitigating, responding to and remediating potential data security breaches and complying with applicable breach notification obligations to individuals, regulators, partners and others could be significant. Our insurance policies may not be adequate to compensate us for the potential costs and other losses arising from cybersecurity-related disruptions, failures, attacks or breaches. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, defending a suit, regardless of its merit, could be costly, divert management attention and harm our reputation.

Threats involving the misuse or access of our network, systems, and information by our current or former employees, contractors, vendors, or partners, whether intentional or unintentional, also pose a risk to the security of our network, systems, information and data. For example, we are subject to the risk that employees may inadvertently share Confidential Information with unintended

third parties, or that departing employees may take, or create their own information based on, our Confidential Information upon leaving the company. In addition, any such insiders may be the victims of social engineering attacks that enable third parties to access our network, systems, and information using an authorized person's credentials. We and our network, systems, and information are also vulnerable to malicious acts by insiders, including leaking, modifying, or deleting Confidential Information, or performing other acts that could materially interfere with our operations and business. While we provide regular training to our employees regarding cybersecurity threats and best practices, we cannot ensure that such training or other efforts will prevent unauthorized access to or sabotage of our network, systems, and information.

While we have established cybersecurity measures as part of our cybersecurity risk management program designed to reduce these risks, there is no guarantee these measures (including our policies, controls or procedures) will be fully implemented, complied with, or effective in safeguarding ours systems, networks and Confidential Information. Any failure to maintain performance, reliability, security and availability of our systems and networks may result in accidental or unlawful destruction, damage, loss, unavailability, alteration, impairment, misuse, unauthorized disclosure of, or unauthorized access to our data, including personal or proprietary information. Any or all of the foregoing could materially adversely affect our business, operating results, and financial condition.

We rely on on-premise, co-located and third-party data centers and platforms to host our website and other online services, as well as for research and development purposes and any interruptions of service or failures may impair and harm our business.

Our proprietary software is a crucial component of our solutions, as our software allows our end users to visualize genomic and multiomic information provided by our instruments and reagents. Our software is generally downloadable free of charge from our website for installation and use by end users on their computer systems. Our website is hosted with various third-party service providers located in the United States. We rely on on-premises, co-located and third-party infrastructure in the San Francisco Bay Area and other regions in the United States to perform computationally demanding analysis tasks for our research and development programs and for other business purposes.

In the event of any technical problems that may arise in connection with our on-premise, co-located or third-party data centers, we could experience interruptions in our ability to provide products and services to our customers or in our internal functions, including research and development, which rely on such services. Interruptions or failures may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, worms, ransomware, security attacks, fraud, spikes in customer usage and denial of service issues. Interruptions or failures in our operations or services may reduce our revenue, result in the loss of customers, adversely affect our ability to attract new customers or harm our reputation. Significant interruptions to our research and development programs could cause us to delay the introduction of new products or new versions of existing products, which could adversely impact our business, our results of operations and the competitiveness of our products.

Our current solutions are capable of generating large datasets, the analysis of which can be time consuming without access to a high-performance computing system. The visualization of such data can also be computationally intensive. As we iterate and improve our products and as the related technologies advance, our continued growth may require an ability to provide our customers with direct access to a high-performance computing system and/or alternative means of obtaining our software. As a result, we expect our reliance on internal and third-party data centers to increase in the future.

Further, as we rely on third-party and public-cloud infrastructure, we will depend in part on third-party security measures to protect against unauthorized access, cyberattacks and the mishandling of customer data. In addition, failures to meet customers' expectations with respect to security and confidentiality of their data and information could damage our reputation and affect our ability to retain customers, attract new customers and grow our business. In addition, a cybersecurity event could result in significant increases in costs, including costs for remediating the effects of such an event, lost revenue due to a decrease in customer trust and network downtime; increases in insurance coverage costs due to cybersecurity incidents; and damages to our reputation because of any such incident.

We are subject to certain manufacturing restrictions related to licensed intellectual property rights that were developed with the financial assistance of United States government grants.

Under the Bayh-Dole Act, the federal government retains a "nonexclusive, nontransferable, irrevocable, paid-up license" in inventions produced with its financial assistance ("Government Funded Inventions") for its own benefit. The Bayh-Dole Act provides federal agencies with march-in rights ("March-In Rights"), which allows a government agency, in specified circumstances, to require the patent owner or successors in title to the patent directed to such Government Funded Inventions ("Patent Owner") to grant a "nonexclusive, partially exclusive, or exclusive license" to a "responsible applicant or applicants," which if exercised, would allow such government agency to require such Patent Owner to grant a non-exclusive, partially exclusive or exclusive license in any field of use to a third-party designated by such agency. The Bayh-Dole Act also provides that the Patent Owner manufacture products embodying the respective Government Funded Inventions domestically in accordance with certain requirements. If this domestic manufacturing requirement is not met, the government agency that funded

the relevant grant is entitled to exercise March-In Rights. We are subject to the Bayh-Dole Act with respect to certain licensed technologies that were developed with United States government grants. Such licensed technologies are used, for example, in a substantial majority of our consumables. Further, we cannot be sure that if we acquired intellectual property rights in the future it will be free from government rights or regulations pursuant to the Bayh-Dole Act.

If we own, co-own or in-license Government Funded Inventions that are critical to our business, our ability to enforce or otherwise exploit patents covering such technology may be adversely affected. Further, the exercise of March-In Rights, the requirement that we grant additional licenses to third parties, or the termination of our license of the relevant technologies could materially adversely affect our business, operations and financial condition. The restrictions of the Bayh-Dole Act may also limit our ability to manufacture our products in locations where it may be otherwise more favorable for us to do so, which could limit our ability to respond to competitive developments or otherwise adversely affect our results of operations. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

Risks related to litigation and our intellectual property

We may become a party to intellectual property litigation or administrative proceedings that could be expensive, time-consuming, unsuccessful, and could interfere with our ability to develop, manufacture and commercialize our products or technologies.

Our commercial success depends, in part, on our ability to develop, manufacture or commercialize our products and technologies without infringing, misappropriating or otherwise violating the proprietary rights and intellectual property of third parties. Our industry has been characterized by extensive litigation regarding patents, trademarks, trade secrets, and other intellectual property rights, and companies in the industry have used intellectual property litigation to gain a competitive advantage. While we take steps to ensure that we do not infringe upon, misappropriate or otherwise violate the intellectual property rights of others, there may be other more pertinent rights of which we are presently unaware.

Third parties may initiate, and have in the past initiated, legal proceedings alleging that we are infringing, misappropriating or otherwise violating their intellectual property rights. The outcome of such proceedings are uncertain and could have a negative impact on the success of our business. It is possible that U.S. and foreign patents and pending patent applications controlled by third parties may be alleged to cover our products and technologies, or that we may be accused of misappropriating third parties' trade secrets or infringing third parties' trademarks. We have in the past, and may in the future become party to, or be threatened with, adversarial proceedings or litigation regarding intellectual property rights with respect to our products or technologies, including interference proceedings, post grant review and inter partes review before the USPTO or equivalent foreign regulatory authority. Furthermore, we may also become involved in other proceedings, such as reexamination, derivation or opposition proceedings before the USPTO or other jurisdictional body relating to our intellectual property rights or the intellectual property rights of others. Third parties may assert infringement claims against us based on existing patents or patents that may be granted in the future, regardless of their merit. Because patent applications can take many years to issue and because publication schedules for pending applications vary by jurisdiction, there may be applications now pending of which we are unaware and which may result in issued patents, which our current or future products or services infringe. Also, because the claims of published patent applications can change between publication and patent grant, there may be published patent applications that may ultimately issue with claims that we infringe. There is a risk that third parties may choose to engage in litigation with us to enforce or to otherwise assert their patent rights against us. Even if we believe such claims are without merit, a court of competent jurisdiction could hold that these third-party patents are valid and enforceable, and infringed by the use of our products and/or technologies, which could have a negative impact on the commercial success of our current and any future products or technologies. If we were to challenge the validity of any such third-party 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. We will have similar burdens to overcome in foreign courts in order to successfully challenge a third-party claim of patent infringement.

Our defense of any litigation or interference proceedings may fail and, even if successful, defending such claims brought against us would cause us to incur substantial expenses and distract our management and other employees. If such claims are successfully asserted against us, we could be forced to pay substantial damages. Further, if a patent infringement or other intellectual property rights-related lawsuit were brought against us, we could be forced, including by court order, to cease developing, manufacturing and/or commercializing the infringing product or technologies. In addition, we could be found liable for monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a patent or other intellectual property right. Although patent, trademark, trade secret, and other intellectual property disputes have often been settled through licensing or similar arrangements, costs associated with such arrangements may be substantial and could include ongoing royalties. We may not be able to obtain licenses on commercially reasonable terms, or at all, in which event our business would be materially and adversely affected. Even if we were able to obtain a license, the rights may be nonexclusive, which could result in our competitors

and other third parties gaining access to the same intellectual property. Ultimately, if we are unable to obtain such licenses or make any necessary changes to our products or services, we could be forced to cease some aspect of our business operations, which could harm our business significantly.

A finding of infringement or an unfavorable interference or derivation proceedings outcome could prevent us from developing, manufacturing and/or commercializing our products or technologies, or force us to cease some or all of our business operations, which could materially harm our business. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business, financial condition, results of operations and prospects. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. Some of our competitors may be able to sustain the costs of litigation or administrative proceedings more effectively than we can because of greater financial resources and more mature and developed intellectual property portfolios. We could encounter delays in product introductions while we attempt to develop alternative products or technologies.

If third parties assert infringement, misappropriation or other claims against our customers, these claims may require us to initiate or defend protracted and costly litigation on behalf of our customers, regardless of the merits of these claims. If any of these claims succeed or settle, we may be forced to pay damages or settlement payments on behalf of our customers or may be required to obtain licenses for the products they use. If we cannot obtain all necessary licenses on commercially reasonable terms, our customers may be forced to stop using our products or technologies.

Our competitors, many of which have substantially greater resources and have made substantial investments in patent portfolios, trade secrets, trademarks, and competing technologies, may have applied for or obtained, or may in the future apply for or obtain, patents or trademarks that will prevent, limit or otherwise interfere with our ability to make, use, sell and/or export our products or to use our technologies or product names. As the number of competitors in our market grows and the number of patents issued in this area increases, the possibility of patent infringement claims against us may increase. Moreover, individuals and groups that are non-practicing entities, commonly referred to as “patent trolls,” purchase patents and other intellectual property assets for the purpose of making claims of infringement in order to extract settlements. From time to time, we may receive threatening letters, notices or “invitations to license,” or may be the subject of claims that our products and business operations infringe, misappropriate or otherwise violate the intellectual property rights of others. These matters can be time-consuming, costly to defend in litigation, divert management’s attention and resources, damage our reputation and brand and cause us to incur significant expenses or make substantial payments. Additionally, we purchase product components, including hardware and software, from suppliers, and the design of these components may be outside of our direct control. These suppliers may not indemnify us in the event that a third party alleges the use of such components infringes its intellectual property rights.

Any lawsuits relating to intellectual property rights could subject us to significant liability for damages and invalidate our intellectual property. Any potential intellectual property litigation also could force us to do one or more of the following:

- stop developing, making, selling or using products or technologies that allegedly infringe, misappropriate or otherwise violate the asserted intellectual property right;
- pay substantial damages or royalties to the party whose intellectual property rights we may be found to be infringing, misappropriating or otherwise violating;
- redesign those products, services or technologies that contain the allegedly infringing intellectual property, which could be costly, disruptive and infeasible; and attempt to obtain a license to the relevant intellectual property rights from third parties, which may not be available on commercially reasonable terms or at all, or from third parties who may attempt to license rights that they do not have;
- lose the opportunity to license our intellectual property rights to others or to collect royalty payments based upon successful protection and assertion of our intellectual property rights against others;
- incur significant legal expenses; or
- pay the attorney’s fees and costs of litigation to the party whose intellectual property rights we may be found to be infringing, misappropriating or otherwise violating.

Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re-examination, post grant review, inter partes review and equivalent proceedings in foreign jurisdictions (for example, opposition proceedings). Such proceedings could result in revocation of or amendment to our patents in such a way that they no longer cover our products or technologies. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art, of which we, our patent counsel, and the patent examiner were unaware during prosecution. If a third party were to prevail on a legal assertion of invalidity and/or unenforceability, we may lose at least part, and perhaps all, of the patent protection on our products or technologies. Such a loss of patent protection would have a material adverse impact on our business, financial condition, results of operations, and prospects.

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 litigation. There could also be public announcements of the results of hearing, motions, or other interim developments. If securities analysts or investors perceive these results to be negative, it could have a material adverse effect on the price of shares of our common stock. Even if we ultimately prevail, a court may decide not to grant an injunction against further infringing activity and instead award only monetary damages, which may not be an adequate remedy. Furthermore, the monetary cost of such litigation and the diversion of the attention of our management could outweigh any benefit we receive as a result of the proceedings. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our business. Any of the foregoing may cause us to incur substantial costs, and could place a significant strain on our financial resources, divert the attention of management from our core business and harm our reputation.

We are involved in lawsuits to protect, enforce or defend our patents and other intellectual property rights, which are expensive, time consuming and could ultimately be unsuccessful.

In the past we have initiated, and we are currently involved in, litigation to defend our technology including technology developed through our significant investments in research and development. It is our general policy not to out-license our patents but to protect our sole right to own and practice them. There are inherent uncertainties in these legal matters, some of which are beyond management's control, making the ultimate outcomes difficult to predict. See Note 4, Commitments and Contingencies, to the condensed consolidated financial statements included in this Annual Report on Form 10-K for information regarding certain legal proceedings in which we are involved. In addition to the litigation in Note 4, we may in the future be a party to other litigation or legal proceedings to protect, enforce or defend our patents or other intellectual property, which, if resolved adversely to us, could invalidate or render unenforceable our intellectual property or generally preclude us from restraining, enjoining or otherwise seeking to exclude competitors from commercializing products using technology developed or used by us. For example, our patents and any patents which we in-license may be challenged, narrowed, invalidated or circumvented. If patents we own or license are invalidated or otherwise limited, other companies may be better able to develop products that compete with ours, which would adversely affect our competitive position, business prospects, results of operations and financial condition.

The following are examples of litigation and other adversarial proceedings or disputes that we could become a party to involving our patents or patents licensed to us:

- we have initiated, and in the future may initiate, litigation or other proceedings against third parties to enforce our patent rights;
- third parties have initiated, and in the future may initiate, litigation or other proceedings seeking to invalidate patents owned by or licensed to us or to obtain a declaratory judgment that their product or technology does not infringe our patents or patents licensed to us or that such patents are invalid or unenforceable;
- third parties have initiated, and in the future may initiate, oppositions, IPRs, post grant reviews or reexamination proceedings challenging the validity or scope of our patent rights, requiring us and/or licensors to participate in such proceedings to defend the validity and scope of our patents;
- there are, and in the future may be, more challenges or disputes regarding inventorship or ownership of patents currently identified as being owned by or licensed to us; or
- at our initiation or at the initiation of a third-party, the USPTO may initiate an interference between patents or patent applications owned by or licensed to us and those of our competitors, requiring us and/or licensors to participate in an interference proceeding to determine the priority of invention, which could jeopardize our patent rights.

Furthermore, many of our employees were previously employed at universities or other life sciences companies, including our competitors or potential competitors. We or our employees may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers without consent. Although no such claims are currently pending, litigation may be necessary to defend against such claims if they arise in the future. If we fail to successfully defend such claims, in addition to paying monetary damages, we may be subject to injunctive relief and lose valuable intellectual property rights. A loss of key research personnel work product could hamper or prevent our ability to commercialize certain potential products, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management.

Risks related to ownership of our Class A common stock

Sales of a substantial number of shares of our Class A common stock by our existing stockholders could cause the price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock in the public market could occur at any time. We have registered all shares of Class A common stock that we may issue under our equity compensation and employee stock purchase plans. These shares can be freely sold in the public market upon issuance and, if applicable, vesting, subject to our insider trading policy, where applicable, and applicable securities laws including volume limitations applicable to affiliates under Rule 144 and Rule 701. Sales of Class A common stock in the public market may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause the trading price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.

The multi-class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our IPO, including our co-founders, and may depress the trading price of our Class A common stock.

Our Class A common stock has one vote per share and our Class B common stock has ten votes per share, except as otherwise required by law. Because of the ten-to-one voting ratio between our Class B common stock and Class A common stock, the holders of our Class B common stock collectively control a majority of the combined voting power of our common stock and therefore are able to control all matters submitted to our stockholders for approval, other than matters that require a supermajority for approval. This concentrated control is expected to limit or preclude Class A stockholders' ability to influence certain corporate matters requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that an investor may feel is in her or his best interest as one of our stockholders.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes where sole dispositive power and exclusive voting control with respect to the shares of Class B common stock is retained by the transferring holder and transfers between our co-founders. In addition, each outstanding share of Class B common stock held by a stockholder who is a natural person, or held by the permitted entities of such stockholder (as described in our amended and restated certificate of incorporation), will convert automatically into one share of Class A common stock upon the death of such natural person. In the event of the death or permanent and total disability of a co-founder, shares of Class B common stock held by such co-founder or his permitted entities will convert to Class A common stock, provided that the conversion will be deferred for nine months, or up to 18 months if approved by a majority of our independent directors, following his death or permanent and total disability. Transfers between our co-founders are permitted transfers and will not result in conversion of the shares of Class B common stock that are transferred. The conversion of Class B common stock to Class A common stock has had, and is expected to continue to have, the effect, over time, of increasing the relative voting power of those individual holders of Class B common stock who retain their shares in the long term. To date, such conversions have had the effect of increasing the relative voting power of our co-founders and certain of our directors and is expected to continue to have such an effect if our co-founders and such directors retain their shares in the long term.

Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws might discourage, delay or prevent a change in control of our company or changes in our management and, therefore, depress the trading price of our Class A common stock.

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our restated certificate of incorporation and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- any transaction that would result in a change in control of our company requires the approval of a majority of our outstanding Class B common stock voting as a separate class;
- our multi-class common stock structure provides our holders of Class B common stock with the ability to significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding Class A common stock and Class B common stock;
- our board of directors is classified into three classes of directors with staggered three-year terms and directors are only able to be removed from office for cause by the affirmative vote of holders of at least two-thirds of the voting power of our then outstanding capital stock;
- certain amendments to our amended and restated certificate of incorporation require the approval of stockholders holding two-thirds of the voting power of our then outstanding capital stock;
- any stockholder-proposed amendment to our amended and restated bylaws requires the approval of stockholders holding two-thirds of the voting power of our then outstanding capital stock;

- our stockholders are only able to take action at a meeting of stockholders and are not able to take action by written consent for any matter;
- our stockholders are able to act by written consent only if the action is first recommended or approved by the board of directors;
- vacancies on our board of directors are able to be filled only by our board of directors and not by stockholders;
- only our chairman of the board of directors, chief executive officer or a majority of the board of directors are authorized to call a special meeting of stockholders;
- certain litigation against us can only be brought in Delaware;
- our restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued, without the approval of the holders of our capital stock; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock and could also affect the price that some investors are willing to pay for our Class A common stock.

Our amended and restated bylaws designate a state or federal court located within the State of Delaware as the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated bylaws provide that, unless we consent in writing to the selection of an alternative forum, (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, stockholders or employees to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our amended and restated bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware shall, to the fullest extent permitted by law, be exclusively brought in the Court of Chancery of the State of Delaware or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware. Our amended and restated bylaws further provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States are the exclusive forum for the resolution of any claims under the Securities Act or any successor thereto. Nothing in our amended and restated bylaws precludes stockholders that assert claims under the Exchange Act, or any successor thereto, from bringing such claims in state or federal court, subject to applicable law. Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to the foregoing forum selection provisions. These exclusive-forum provisions may limit a stockholder's ability to bring a claim in a judicial forum of such stockholder's choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees and may result in increased costs for investors to bring a claim. If a court were to find the exclusive-forum provisions in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could harm our results of operations.

General risk factors

We may fail to meet our publicly announced guidance or other expectations about our business, which could cause our stock price to decline.

In the past we have provided, and in the future we may provide, guidance and other expectations regarding our expected financial and business performance. Our guidance is based on a number of assumptions and does not reflect all possible impacts to our business including, for example, all potential impacts of recently announced changes to government funding of research and the other risks discussed in this section titled *Risk Factors.* Correctly identifying key factors affecting business conditions and predicting future events is inherently an uncertain process, and our guidance or the other expectations we set may not ultimately be accurate and has in the past been inaccurate in certain respects. For example, we failed to meet our publicly announced guidance regarding full year revenue in both 2022 and 2024 and in May 2025 we withdrew previously provided guidance regarding full year 2025 revenue and implemented quarterly guidance beginning with the second quarter of 2025. Further, in August 2022, we announced our goal to attain cash flows from operating activities in excess of our capital investment requirements by the end of 2023. While we achieved this goal for the quarter ended December 31, 2023 and for the year ended

December 31, 2025, we did not attain cash flows from operating activities in excess of our capital investment requirements for the full year ended December 31, 2024 and we may not be able to maintain cash flows from operating activities in excess of our capital investment requirements in the future on a sustained basis or at all due to a variety of factors, including if we do not generate sufficient revenue or achieve our gross margin targets, if we acquire businesses or technologies (or complete expenditures related to previous acquisitions) or if our spending is higher than anticipated. If our guidance varies from actual results or if we fail to meet other expectations regarding our business, the market value of our Class A common stock could decline significantly.

The market price of our Class A common stock may be volatile, which could result in substantial losses for investors.

The trading price of our Class A common stock has been and may continue to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. In addition to the factors discussed in this "*Risk Factors*" section and elsewhere in this report, these factors include:

- the timing of our launch of future products and degree to which the launch and commercialization thereof meets the expectations of securities analysts and investors;
- changes in the structure or funding of research at academic and research laboratories and institutions, including changes that would affect their ability to purchase our instruments or consumables;
- the success of existing or new competitive businesses or technologies;
- announcements about new research programs or products of our competitors;
- general economic, industry and market conditions;
- volatility and variations in market conditions in the life sciences sector generally, or the genomics sector specifically;
- whether our financial results meet our publicly announced expectations or the expectations of securities analysts or investors;
- actual or anticipated changes in our estimates as to our financial results or development timelines, variations in our financial results or those of companies that are perceived to be similar to us or changes in estimates or recommendations by securities analysts, if any, that cover our Class A common stock or companies that are perceived to be similar to us;
- investor perceptions of us or our industry;
- the level of expenses related to any of our research and development programs or products;
- litigation and governmental investigations involving us, our industry or both;
- the outcomes of and related rulings in the litigation and administrative proceedings in which we are currently or may in the future become involved;
- developments or disputes concerning patent applications, issued patents or other proprietary rights;
- the recruitment or departure of key personnel;
- regulatory or legal developments in the United States and other countries;
- the announcement or expectation of additional financing efforts;
- stock-based compensation expense;
- the failure or discontinuation of any of our product development and research programs;
- sales of our Class A common stock or Class B common stock by us, our insiders or other stockholders;
- natural disasters, infectious diseases, conflict, war, civil unrest, epidemics or pandemics or resurgences or major catastrophic events; and
- the other factors described in this "*Risk Factors*" section.

In recent years, stock markets in general, and the market for life sciences technology companies in particular (including companies in the genomics, biotechnology, diagnostics and related sectors), have experienced significant 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 Class A common stock, regardless of our actual operating performance. Volatility in our stock price also impacts the value of our equity compensation, which affects our ability to recruit and retain employees. In the past, when the market price of a stock has been volatile, securities 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. We have currently obtained only director and officer liability coverage (commonly referred to as "Side A" coverage). This means that while our directors and officers have direct insurance coverage for acts which the company is not legally required or permitted to indemnify them, the company itself does not have coverage for amounts incurred in defending, among other things, stockholder derivative or securities class action lawsuits or in the event of certain investigative actions, for amounts it must pay as a result of such suits or amounts it must pay to indemnify our directors or officers. We are in essence self-insuring for these costs. Any costs incurred in connection with such litigation could have a material adverse effect on our business, financial condition and results of operations.

Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline.

The trading market of our common stock is influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. The analysts who publish information about our common stock may have had relatively little experience with us or our industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. If any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of us or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline. If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our operating results could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock. For example, the market price of our common stock declined after our financial results for the quarters ended June 30, 2022 and September 30, 2024 fell short of the expectations of securities analysts and investors.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. If our assumptions change or if actual circumstances differ from our assumptions, our operating results may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.

We have incurred and will continue to incur increased costs as a result of operating as a public company, and our management will be required to devote substantial time to compliance initiatives and corporate governance practices, including maintaining an effective system of internal controls over financial reporting.

We have incurred and will continue to incur significant legal, accounting and other expenses because the Dodd-Frank Wall Street Reform and Consumer Protection Act, SOX, the listing requirements of Nasdaq and other applicable federal and Delaware rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices.

Our management and other personnel are required to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased our legal and financial compliance costs and have made some activities more time-consuming and costly. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements. The impact of these requirements also could make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. Moreover, these rules and regulations often are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

The rules and regulations applicable to us as a public company and recent trends in the insurance market have made it more expensive for us to obtain director and officer liability insurance. We have currently obtained only director and officer liability coverage (commonly referred to as "Side A" coverage). This means that while our directors and officers have direct insurance coverage for acts which the company is not legally required or permitted to indemnify them, the company itself does not have coverage for amounts incurred in defending, among other things, stockholder derivative or securities class action lawsuits or in the event of certain investigative actions, for amounts it must pay as a result of such suits or amounts it must pay to indemnify our directors or officers. We are in essence self-insuring for these costs. Any costs incurred in connection with such litigation could have a material adverse effect on our business, financial condition and results of operations.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity and availability of our critical systems and information.

We design and assess our program based on the Center For Internet Security ("CIS") Controls. While this does not imply that we meet any particular technical standards, specifications or requirements, we use the CIS Controls framework as a guide to help us identify, assess and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program is integrated into our overall risk management program which includes insurance coverage for cybersecurity incidents and shares common methodologies, reporting channels and governance processes that apply across the risk management program to other legal, compliance, strategic, operational and financial risk areas.

Key elements of our cybersecurity risk management program include, but are not limited to, the following:

- risk assessments designed to help identify material risks from cybersecurity threats to our critical systems and information;
- a security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- cybersecurity awareness training of our employees, including incident response personnel and senior management;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for key service providers based on our assessment of their criticality to our operations and respective risk profile.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations or financial condition.

For more information, see the section titled "*Risk Factor—Risks related to our intellectual property, information technology and data security—If we or our critical third-party providers experience a significant disruption in our information technology systems or breaches of data security, our business could be adversely affected.*"

Cybersecurity Governance

Our Board considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee oversight of cybersecurity and other information technology risks, including management's implementation of our cybersecurity risk management program.

The Audit Committee receives regular reports from management on our cybersecurity risks, including written reports. In addition, management updates the Audit Committee regarding any cybersecurity incidents it considers to be significant or potentially significant.

The Audit Committee reports to the full Board regarding its activities, including those related to cybersecurity.

Our management team, including our General Counsel, President and Chief Financial Officer, is responsible for assessing and managing our material risks from cybersecurity threats. The team has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our external cybersecurity consultants. Team members who support our information security program have relevant educational and industry experience, including holding similar positions at large technology companies.

Our management team takes steps to stay informed about and monitor efforts to prevent, detect, mitigate and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat

intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in our information technology environment.

Item 2. Properties.

Our global corporate headquarters, research and development facilities, and manufacturing and distribution centers are located in Pleasanton, California, where we own approximately 148,000 square feet of space and lease approximately 300,000 square feet of space under leases expiring between September 2029 and June 2033, as well as a manufacturing and distribution center in Singapore and a manufacturing center in Taiwan. Including the Pleasanton leases, we lease approximately 431,000 square feet globally. We believe that our current and planned facilities are sufficient to meet our ongoing needs and that, if we require additional space, we will be able to obtain additional facilities on commercially reasonable terms.

Item 3. Legal Proceedings.

See Note 7, Commitments and Contingencies, to the consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K for information regarding certain legal proceedings in which we are involved.

We are regularly subject to lawsuits, claims, arbitration proceedings, administrative actions and other legal and regulatory proceedings involving intellectual property disputes, commercial disputes, competition and other matters, and we may become subject to additional types of lawsuits, claims, arbitration proceedings, administrative actions, government investigations and legal and regulatory proceedings in the future and as our business grows, including proceedings related to product liability or our acquisitions, securities issuances or our business practices, including public disclosures about our business. Our success depends in part on our non-infringement of the patents or proprietary rights of third parties. In the past, third parties have asserted and may in the future assert that we are employing their proprietary technology without authorization. We have been involved in multiple patent litigation matters and other proceedings in the past and we expect that given the litigious history of our industry and the high profile of operating as a public company, third parties may claim that our products infringe their intellectual property rights. We have also initiated litigation to defend our technology including technology developed through our significant investments in research and development. It is our general policy not to out-license our patents but to protect our sole right to own and practice them. There are inherent uncertainties in these legal matters, some of which are beyond management's control, making the ultimate outcomes difficult to predict.

For further discussion of the risks relating to intellectual property and our pending litigation, see the section titled "*Risk Factors—Risks related to litigation and our intellectual property*" under Item 1A.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Class A common stock is listed on the Nasdaq Global Select Market under the symbol "TXG."

Holders of Common Stock

As of January 31, 2026, there were 39 holders of record of our Class A common stock and 17 holders of record of our Class B common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Dividend Policy

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on a number of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions and other factors that our board of directors may deem relevant.

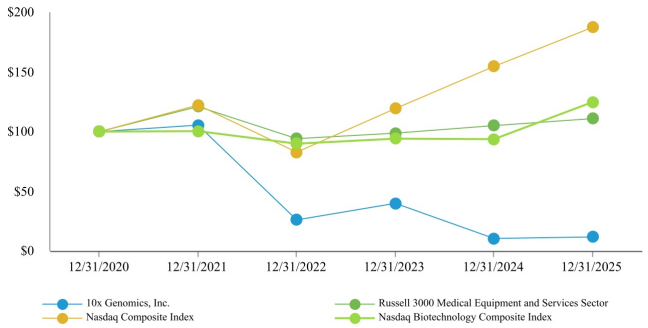
Stock Performance Graph

This graph below is not "soliciting material" or deemed "filed" with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to liabilities under that section, and shall not be deemed incorporated by reference into this Annual Report or into any other filing of 10x Genomics, Inc. under the Securities Act except to the extent that we specifically incorporate this information by reference therein, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

The following graph compares the cumulative total return to stockholder return on our Class A common stock relative to the cumulative total returns of the Nasdaq Composite Index, the Nasdaq Biotechnology Composite Index and the Russell 3000 Medical Equipment and Services Sector Index. The Nasdaq Composite Index and Nasdaq Biotechnology Composite Index have been included in the Stock Performance Graph of our Annual Reports since our first Annual Report, which we filed in 2020, and we added the Russell 3000 Medical Equipment and Services Sector Index to the Stock Performance Graph beginning with our 2024 Annual Report. An investment of $100 is assumed to have been made in our Class A common stock and each index at market close on December 31, 2020 and its relative performance is tracked through December 31, 2025. Pursuant to applicable Securities and Exchange Commission rules, all values assume reinvestment of the full amount of all dividends, however no dividends have been declared on our Class A common stock to date. The stockholder returns shown on the graph below are based on historical results and are not indicative of future performance, and we do not make or endorse any predictions as to future stockholder returns.

COMPARISON OF CUMULATIVE TOTAL RETURN

among 10x Genomics, Inc., the Russell 3000 Medical Equipment and Services Sector Index, the Nasdaq Composite Index, and the Nasdaq Biotechnology Composite Index



	Cumulative Total Return					
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023	December 31, 2024	December 31, 2025
10x Genomics, Inc.	$ 100	$ 105.20	$ 25.73	$ 39.52	$ 10.14	$ 11.52
Russell 3000 Medical Equipment and Services Sector	100	120.76	93.91	98.59	104.82	110.52
Nasdaq Composite Index	100	122.18	82.43	119.22	154.48	187.14
Nasdaq Biotechnology Composite Index	$ 100	$ 100.02	$ 89.90	$ 94.03	$ 93.49	$ 124.75

Securities Authorized for Issuance under Equity Compensation Plans

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Sales of Unregistered Securities

We completed the acquisition of Scale Biosciences, Inc. ("Scale Bio") on August 11, 2025, in which a portion of the consideration for the acquisition consisted of the unregistered issuance of 1,099,992 shares of our Class A common stock, valued at $13.5 million. The sales of these securities were deemed to be exempt from registration under the Securities Act, in reliance upon Section 4(a)(2) of the Securities Act (or Regulation D or Regulation S promulgated thereunder) as transactions by an issuer not involving any public offering. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions. In the first quarter of 2026, we expect to pay $20.0 million, subject to any adjustments, in cash and in shares of our Class A common stock in connection with the technology transfer completed in the third quarter of 2025.

For additional information about this acquisition, see Note 4, Acquisitions, to the consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K.

Use of Proceeds

None.

Issuer Purchases of Equity Securities

None.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion of our financial condition and results of operations in conjunction with our audited consolidated financial statements and the related notes and other financial information included elsewhere in this Annual Report and our audited consolidated financial statements and notes thereto.

As discussed in the section titled "Special Note Regarding Forward-looking Statements," the following discussion and analysis, in addition to historical financial information, contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the section titled "Risk Factors" under Part I, Item 1A above.

Overview

We are a life sciences technology company focused on building innovative products and solutions to interrogate, understand and master biology. Our integrated research solutions include instruments, consumables and software for analyzing biological systems at resolution and scale that matches the complexity of biology. Our commercial product portfolio is made up of our Single Cell and Spatial solutions. Our products include our instruments, which include our Chromium instruments, our Visium CytAssist and our Xenium Analyzer, and our consumables, which include proprietary microfluidic chips, slides, reagents and other consumables for our Single Cell and Spatial solutions. We bundle our software with these products to guide customers through the workflow, from sample preparation through analysis and visualization. Customers purchase instruments and consumables from us for use in their experiments. We also derive revenue from post-warranty service contracts for our instruments.

Acquisition

In August 2025, we entered into an agreement to acquire all outstanding shares of common stock of Scale Biosciences, Inc. ("Scale Bio"), a single cell genomics technology company. Upon closing the transaction in August 2025, we made an upfront payment consisting of $9.2 million in cash and $13.5 million (1,099,992 shares) in shares of our Class A common stock. In the first quarter of 2026, we expect to pay $20.0 million, subject to any adjustments, in cash and in shares of our Class A common stock in connection with the technology transfer completed in the third quarter of 2025. In the future, we may pay up to $30.0 million of contingent consideration if certain milestones are met.

The transaction was accounted for as an asset acquisition because substantially all of the fair value of the assets acquired is concentrated in the developed technology. We determined that the contingent consideration was within the scope of ASC 480, *Distinguishing Liabilities from Equity*, because the contingent consideration is payable in cash or shares of our Class A common stock, at our election. The contingent consideration was recorded at fair value as of the acquisition date. Upon closing, we recognized $22.4 million for the fair value of the contingent consideration. Refer to Note 4, *Acquisitions*, in the Notes to consolidated financial statements included in this Annual report on Form 10-K, for a description of the fair value measurement of the contingent consideration.

Key business metrics

We regularly review a number of operating and financial metrics, including cumulative instruments sold and total consumables reactions, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions. We believe that these metrics are representative of our current business;

however, we anticipate these may change or may be substituted for additional or different metrics as our business grows and as we introduce new products or new versions of existing products.

Cumulative instruments sold

	As of December 31,		
	2025	2024	2023
Chromium (Single Cell)	6,477	5,808	5,180
Visium (Spatial)	1,015	810	531
Xenium (Spatial)	554	421	255
Cumulative instruments sold	8,046	7,039	5,966

Our products are sold to academic and translational researchers and biopharmaceutical companies. Our Chromium and Visium CytAssist instruments are user installable and do not require in-person training. Our Xenium instrument requires installation and we offer in-person training for its use. We believe cumulative instruments sold is one of the indicators of our ability to drive customer adoption of our products. We define cumulative instruments sold as the cumulative number of Chromium instruments, Visium CytAssists and Xenium Analyzers sold since inception.

Our quarterly instrument unit volumes can fluctuate due to a number of factors, including the procurement and budgeting cycles of many of our customers and the availability of academic and government research funding. We also believe the timing of unit sales has been impacted and will continue to be impacted by the timing of product introductions and transitions which can either accelerate or delay demand of existing and new products or new versions of existing products depending on the needs of individual researchers to conclude existing studies or to use capabilities of new products or versions. Also, the timing and magnitude of our price changes can influence quarterly instrument unit volumes. For example, we believe that historical announcements of price changes have caused customers to pull forward purchases or postpone purchases of instruments. We therefore believe that an annual representation of cumulative instruments sold is most appropriate for assessing trends in our business.

Total consumables reactions sold

	Year Ended December 31,		
	2025	2024	2023
Chromium (Single Cell)	378,300	310,900	312,500
Visium (Spatial)	31,200	35,400	29,300
Xenium (Spatial)	14,500	10,800	5,200
Total consumable reactions	424,000	357,100	347,000

A consumable reaction is the reagent setup needed to perform an experiment using one of our solutions. Reactions represent the unit volumes that we sell when a researcher purchases our consumables. As such, we believe consumable reactions sold is an appropriate metric for assessing trends in our business. The figures in the table above (rounded to the nearest hundred) represent the total consumable reactions, by product platform and in total, for the years ended December 31, 2025, 2024 and 2023. For the year ended December 31, 2025, Chromium Single Cell reactions include Chromium and Scale Bio reactions.

As we expand our product portfolios and as our business evolves, we will continue to evaluate the key metrics of our business. We may change or substitute these for additional or different metrics if we determine such other metrics are meaningful in understanding our business.

Key factors affecting our performance

We believe that our financial performance has been and in the foreseeable future will continue to be primarily driven by the following factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to grow and improve our results of operations. Our ability to successfully address the factors below is subject to various risks and uncertainties, including those described under the heading "*Risk Factors*."

Instrument sales

Management focuses on instrument sales as an indicator of current business success and a leading indicator of likely future sales of consumables. We expect the number of cumulative instruments sold to continue to grow as we increase penetration in our existing markets and expand into, or offer new features and solutions that appeal to, new markets.

We plan to support instrument sales in the coming years through multiple strategies including expanding our sales efforts globally, adjusting prices for our instruments and continuing to enhance the underlying technology and applications for life sciences research. We regularly solicit feedback from our customers and focus our research and development efforts on enhancing the fleet of 10x instruments and enabling their ability to use additional applications that address their needs, and we believe that these efforts help to drive sales of our instruments and consumables.

Recurring consumable revenue

We regularly assess trends relating to recurring consumable revenue based on our product offerings, our customer base and our understanding of how our customers use our products. We sell additional instruments and launch additional consumables solutions, some of which do not require the use of a 10x instrument, and adjust prices of our consumables to drive increased consumables usage by our existing customers and to gain new customers. Consumables revenue on an absolute basis is expected to increase over time and remain the bulk of our revenue.

Pricing changes

We believe that price changes can affect purchasing decisions by our customers and potential customers. We expect average selling prices for certain products to decline over time as we expand our portfolio with lower-priced instruments and consumables and products which can lower the total cost of an experiment. We believe that lowering prices for our products can expand usage and we anticipate that increased adoption and volume growth will drive higher overall sales of our instruments and consumables over time.

Revenue mix and gross margin

Our revenue is derived from sales of our instruments, consumables and services. There have been fluctuations in the mix between instruments and consumables and amongst our consumables. Each of our consumables solutions is designed to allow researchers to study a different aspect of biology, such as RNA, protein or epigenetics, at a resolution and scale that may be impractical or impossible using previously existing tools. As each of our solutions has been introduced, they have been initially purchased by a small number of early adopters. As these early adopters successfully perform experiments and publish scientific articles using our solutions, the utility of these solutions is more broadly understood and the solutions are then subsequently adopted by the larger research community. The revenue contribution from these and other consumable products has varied and is expected to vary on a quarterly basis due to several factors, including the publication of scientific papers demonstrating the value of the consumables, the availability of grants to fund research, budgetary timing, our introduction of new product features or configurations and new consumables offerings and our own manufacturing capacity or the capacity of our partners. For each of the years ended December 31, 2025, 2024 and 2023, our Chromium Universal Gene Expression consumables were our highest selling consumables products.

Our margins are generally higher for those instruments and consumables that we sell directly to customers as compared to those that we sell through distributors. We expect the mix of direct sales as compared to sales through distributors to remain relatively constant in the near term.

We expect our gross margin to fluctuate throughout 2026 due to a number of factors including changes in product mix and the non-recurring benefit in license and royalty revenue experienced in the first half of 2025.

Continued investment in growth

Historically, our revenue growth has been driven by the development of new solutions and quick adoption of our solutions by our customer base. We intend to continue to make focused investments to support the growth of our business. Excluding acquisitions, we do not expect our operating expenditures to meaningfully increase in 2026. As cost of revenue, operating expenses and capital expenditures fluctuate over time, we may experience short-term, negative impacts to our results of operations and cash flows, but we are undertaking such investments in the belief that they will contribute to long-term growth.

Acquisitions of key technologies

We have made, and intend to continue to make, investments that meet management's criteria to expand or add key technologies that we believe will facilitate the commercialization of new products and new versions of existing products in the future. Such investments could take the form of an acquisition of a business, asset acquisition or the exclusive or non-exclusive

in-license of intellectual property rights. Any such acquisitions we make may affect our future financial results. While we have not previously entered into material joint-development, partnership or joint-venture agreements, we may in the future decide to do so and any such arrangements may limit our rights and the commercial opportunities of any jointly developed technology.

Components of Results of Operations

Revenue

Products and services revenue. We generate virtually all of our products and services revenue through the sale of our instruments and consumables to customers. We also generate a small portion of our revenue from instrument service agreements which relate to extended warranties. Our revenue is subject to fluctuation based on the foreign currency in which our products are sold, principally for sales denominated in the euro, Great British pound and Japanese yen.

Our revenue from consumables includes sales of our Single Cell and Spatial consumable products. Our consumables are designed to work exclusively with our instruments. Our Single Cell and Spatial consumables require the use of a 10x Genomics instrument, with the exception of our QuantumScale Single Cell RNA kit, Single Cell Methylation kit and Visium v1 3' Gene Expression solution. Our instruments and consumables are generally sold without the right of return. Revenue is recognized as instruments and consumables are shipped. Revenue is recognized net of any sales incentive, distributor rebates and commissions and any taxes collected from customers. Instrument service agreements are typically entered into for a one-year term, with the coverage period beginning after the expiration of the standard one-year warranty period. Revenue from the sale of instrument service agreements are recognized ratably over the coverage period.

License and royalty revenue. We have agreements with third parties that include up-front fees and royalties. Revenue related to the delivery of intellectual property is recognized when the license is delivered to the third parties. Royalty revenue is recognized when the underlying sales occur. We also record allocated license and royalty revenue from patent litigation settlements.

Cost of products and services revenue, gross profit and gross margin

Cost of products and services revenue. Cost of products and services revenue primarily consists of manufacturing costs incurred in the production process including personnel and related costs, costs of component materials, manufacturing overhead, packaging and delivery costs and allocated costs including facilities and information technology. In addition, cost of products and services revenue includes royalty costs for licensed technologies included in our products, warranty costs, provisions for slow-moving and obsolete inventory and personnel and related costs and component costs incurred in connection with our obligations under our instrument service agreements. When applicable, we record royalty accruals relating to sales of our products as cost of products and services revenue.

Gross profit/gross margin. Gross profit is calculated as revenue less cost of products and services revenue. Gross margin is gross profit expressed as a percentage of revenue. Our gross profit and gross margins in future periods are expected to fluctuate from quarter to quarter and will depend on a variety of factors, including: market conditions that may impact our pricing; sales mix changes among consumables, instruments and services; product mix changes between established products and new products and new versions of existing products; impacts of inflation, tariffs and increased supply chain costs; excess and obsolete inventories; royalties; our cost structure for manufacturing operations relative to volume; and product warranty obligations.

Research and development

Research and development expense primarily consists of personnel and related costs, independent contractor costs, laboratory supplies, equipment maintenance prototype and materials expenses, amortization of developed technology and intangibles and allocated costs including facilities and information technology.

We plan to continue to invest in our research and development efforts to enhance existing products and develop new products and new versions of existing products. As a result of our ongoing efforts to manage our spend, we expect our research and development expense to modestly decrease in 2026 versus the prior year.

In-process research and development

In-process research and development consists of costs incurred to acquire intellectual property for research and development. We expect these costs to be recognized, in most cases, only in periods during which we complete an acquisition of assets comprised in whole or part of intellectual property for research and development.

Selling, general and administrative

Selling, general and administrative expense primarily consists of costs related to the selling and marketing of our products, including sales incentives and advertising expenses and costs associated with our finance, accounting, legal, human resources and administrative personnel. Related costs associated with these functions, such as attorney and accounting fees, recruiting services, administrative services, insurance, public relations and communication activities, marketing programs and trade show appearances, travel, customer service costs, safety equipment purchases and cleaning and allocated costs including facilities and information technology, are also included in selling, general and administrative expenses. As a result of the increased effectiveness of our commercial organization and our ongoing efforts to manage our spend, we expect our selling, general and administrative expense to modestly decrease in 2026 versus the prior year.

We expect infrastructure costs including allocated facilities and information technology costs to modestly decrease in absolute dollars. We expect our stock-based compensation expense allocated to cost of revenue, research and development expenses and selling, general and administrative expenses to decrease in absolute dollars.

Gain on settlement

When we enter into settlement and license agreements with various parties to resolve outstanding litigation and other proceedings between these parties, we have recognized, and may in the future recognize a gain on settlement for royalties earned on historical revenues by such parties.

Interest income

Interest income consists of interest earned on our cash and cash equivalents which are invested in bank deposits, money market funds and marketable securities and accretion of discount and amortization of premium on marketable securities.

Other income (expense), net

Other income (expense), net primarily consists of realized and unrealized gains and losses related to foreign exchange rate remeasurements and fair value adjustments on contingent consideration.

Provision for income taxes

Our provision for income taxes consists primarily of foreign taxes. As we expand the scale and scope of our international business activities, any changes in the U.S. and foreign taxation of such activities may increase our overall provision for income taxes in the future.

As of December 31, 2025, we had federal net operating loss (“NOL”) carryforwards of $808.1 million and federal tax credit carryforwards of $93.8 million. Our federal NOL carryforwards generated after December 31, 2017, which total $802.3 million, are carried forward indefinitely, while all of our other federal NOL and tax credit carryforwards expire beginning in 2033 and 2036 respectively. As of December 31, 2025, we had state NOL carryforwards of $506.5 million, which begin to expire primarily in 2033. In addition, we had state tax credit carryforwards of $77.4 million, which do not expire. Our ability to utilize such carryforwards for income tax savings is subject to certain conditions and may be subject to certain limitations in the future due to ownership changes. As such, there can be no assurance that we will be able to utilize such carryforwards. We have experienced a history of losses and a lack of future taxable income would adversely affect our ability to utilize these NOL and tax credit carryforwards. We currently maintain a full valuation allowance against these tax assets.

Results of Operations

In this section, we discuss the results of our operations for the year ended December 31, 2025 compared to the year ended December 31, 2024. For a discussion of the year ended December 31, 2024 compared to the year ended December 31, 2023, please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024.

(in thousands)	Year Ended December 31, 2025	2024	2023
Products and services revenue	$ 596,688	$ 610,464	$ 618,727
License and royalty revenue	46,135	321	—
Revenue	642,823	610,785	618,727
Cost of products and services revenue	198,942	196,303	209,414
Gross profit	443,881	414,482	409,313
Operating expenses:			
Research and development	238,632	264,698	270,332
Selling, general and administrative	316,134	344,343	343,330
Gain on settlement	(49,900)	—	—
In-process research and development	—	—	60,980
Total operating expenses	504,866	609,041	674,642
Loss from operations	(60,985)	(194,559)	(265,329)
Other income (expense):			
Interest income	20,048	18,930	16,885
Interest expense	—	(4)	(33)
Other income (expense), net	1,030	(2,067)	(286)
Total other income	21,078	16,859	16,566
Loss before provision for income taxes	(39,907)	(177,700)	(248,763)
Provision for income taxes	3,637	4,927	6,336
Net loss	$ (43,544)	$ (182,627)	$ (255,099)

Revenue

(in thousands)	Year Ended December 31, 2025	2024	Change $	Change %
Instruments				
Single Cell	$ 22,671	$ 35,212	$ (12,541)	(36)%
Spatial	34,108	57,503	(23,395)	(41)%
Total instruments revenue	56,779	92,715	(35,936)	(39)%
Consumables				
Single Cell	363,206	372,308	(9,102)	(2)%
Spatial	143,977	121,124	22,853	19 %
Total consumables revenue	507,183	493,432	13,751	3 %
Services	32,726	24,317	8,409	35 %
Products and services revenue	596,688	610,464	(13,776)	(2)%
License and royalty revenue	46,135	321	45,814	N/A
Total revenue	$ 642,823	$ 610,785	$ 32,038	5 %

Product and Services Revenue

Product and services revenue decreased $13.8 million, or 2%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. Instruments revenue decreased $35.9 million, or 39%, to $56.8 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to price decreases and lower volume of Spatial instruments sold. Consumables revenue increased $13.8 million, or 3%, to $507.2 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily driven by growth in Spatial consumables sales

partially offset by lower Single Cell consumables sales. Service revenue increased $8.4 million, or 35%, for the year ended December 31, 2025 as compared to year ended December 31, 2024, primarily driven by an increase in service plans for instruments coming off warranty.

License and Royalty Revenue

In February 2025, we settled our worldwide patent litigation with Vizgen, Inc. As part of that settlement, Vizgen has limited rights to certain intellectual property owned or exclusively licensed by us. As one part of the settlement, we received an upfront payment of $26.0 million and receive royalties on Vizgen's sales of products covered by the license. The $26.0 million upfront payment was recorded as a $9.2 million gain on settlement and $16.8 million in license and royalty revenue. The amount attributed to the gain on settlement was determined by applying a royalty rate to Vizgen's historical revenues prior to the settlement.

In May 2025, we entered into a settlement agreement and license agreements with Bruker Corporation ("Bruker") resolving all outstanding litigation and other proceedings between the parties across all jurisdictions around the world. Under the agreements, we have the right to receive four quarterly installment payments beginning in the third quarter of 2025, which total $68.0 million, and applicable interest. We will also receive royalties on Bruker's sales of products and services covered by the license. The $68.0 million amount was recorded as a $40.7 million gain on settlement and $27.3 million in license and royalty revenue. The amount attributed to the gain on settlement was determined by applying a royalty rate to the historical revenues prior to the settlement.

Excluding $44.1 million of non-recurring revenue related to patent litigation settlements in 2025, we expect our revenues to moderately increase in 2026 as compared to 2025.

Cost of Products and Services Revenue, Gross Profit and Gross Margin

	Year Ended December 31,		Change	
(dollars in thousands)	**2025**	**2024**	**$**	**%**
Cost of products and services revenue	$ 198,942	$ 196,303	$ 2,639	1 %
Gross profit	$ 443,881	$ 414,482	$ 29,399	7 %
Gross margin	69 %	68 %		

Cost of products and services revenue increased $2.6 million, or 1%, to $198.9 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The increase was primarily driven by higher manufacturing costs of $12.2 million due to a change in product mix and higher inventory write-downs of $7.8 million, partially offset by lower royalties of $12.5 million and lower warranty costs of $4.9 million. Gross margin increased to 69% primarily due to higher license and royalty revenue, reflecting a 2.3% benefit to gross margin, and lower royalties and warranty costs, partially offset by an increase in inventory write-downs and higher manufacturing costs.

We expect our gross margin to fluctuate throughout 2026 due to a number of factors including changes in product mix and the non-recurring benefit in license and royalty revenue experienced in the first half of 2025.

Operating Expenses

	Year Ended December 31,		Change	
(dollars in thousands)	**2025**	**2024**	**$**	**%**
Research and development	$ 238,632	$ 264,698	$ (26,066)	(10)%
Selling, general and administrative	316,134	344,343	(28,209)	(8)%
Gain on settlement	(49,900)	—	(49,900)	N/A
Total operating expenses	$ 504,866	$ 609,041	$ (104,175)	(17)%

Research and development expense decreased $26.1 million, or 10%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The decrease was primarily driven by a $21.7 million decrease in personnel expenses, including a $16.3 million decrease in stock-based compensation expense, a $4.0 million decrease in facilities and information technology costs, a $1.8 million decrease in equipment costs, a $1.5 million decrease in depreciation and amortization, and a $1.3 million decrease in other expenses, partially offset by restructuring charges of $4.1 million.

Selling, general and administrative expenses decreased $28.2 million, or 8.2%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The decrease was primarily driven by a decrease in outside legal expenses of

$25.6 million, a decrease in personnel expenses of $4.3 million, a decrease in marketing expenses related to advertising and conferences and seminars of $2.9 million, and a decrease in facilities and information technology costs of $1.2 million, partially offset by restructuring charges of $6.0 million.

As a result of our settlements of our worldwide patent litigation with Vizgen and Bruker in 2025, we recorded a gain on settlement of $9.2 million and $40.7 million, respectively.

Excluding a gain on settlement of $49.9 million in 2025, we expect our operating expenses to modestly decrease in 2026 versus the prior year as a result of our ongoing efforts to manage our spend.

Total Other Income

	Year Ended December 31,		Change	
(dollars in thousands)	2025	2024	$	%
Interest income	$ 20,048	$ 18,930	$ 1,118	6 %
Interest expense	—	(4)	4	(100)%
Other income (expense), net	1,030	(2,067)	3,097	(150)%
Total other income	$ 21,078	$ 16,859	$ 4,219	25 %

Interest income increased by $1.1 million for the year ended December 31, 2025 primarily due to a gain from net accretion of discounts on the investment balance during that period. Other income (expense), net increased by $3.1 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to a $4.6 million increase in net realized and unrealized gains from foreign currency rate measurement fluctuations, partially offset by a $1.4 million change in fair value of contingent consideration related to the Scale Bio acquisition.

We remeasure the contingent consideration and assumed liabilities related to the Scale Bio acquisition within the scope of ASC 480 as of each applicable reporting period. Upon remeasurement, we record the change in the fair value of the contingent consideration within other income (expense), net in our consolidated statement of operations. We expect other income (expense), net, to potentially fluctuate, potentially significantly, from quarter to quarter due to potential changes in the fair value of the contingent consideration.

Provision for Income Taxes

Our provision for income taxes was $3.6 million and $4.9 million, respectively, for the years ended December 31, 2025 and 2024. The provision for income taxes decreased by $1.3 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The decrease was primarily due to lower foreign income and the enactment of an Act to provide for reconciliation pursuant to title II of H. Con. Res. 14. on July 4, 2025 (the “Act”). Among its provisions, the Act restored the immediate deductibility of U.S. research and experimental expenditures, resulting in lower U.S. taxable income and a corresponding reduction in the Company’s provision for income taxes.

Liquidity and Capital Resources

As of December 31, 2025, we had approximately $523.4 million in cash and cash equivalents, and marketable securities which were primarily held in U.S. banks. We have generated losses from operations since inception as reflected in our accumulated deficit of $1.5 billion.

We currently anticipate making aggregate capital expenditures of between approximately $15 million and $20 million during the next 12 months, which we expect to include, among other expenditures, equipment to be used for manufacturing and research and development.

Our future capital requirements will depend on many factors including our revenue growth rate, research and development efforts, investments in or acquisitions of complementary or enhancing technologies or businesses, the timing and extent of additional capital expenditures to invest in existing and new facilities, the expansion of sales and marketing and international activities, legal costs associated with defending and enforcing intellectual property rights and the introduction of new products and new versions of existing products.

We take a long-term view in growing and scaling our business and we regularly review acquisition and investment opportunities, and we may in the future enter into arrangements to acquire or invest in businesses, services and technologies, including intellectual property rights, and any such acquisitions or investments could significantly increase our capital needs. We regularly review opportunities that meet our long-term growth objectives.

In August 2025, we entered into an agreement to acquire all outstanding shares of common stock of Scale Bio for an upfront payment consisting of $9.2 million in cash and $13.5 million (1,099,992 shares) in shares of our Class A common stock. In the first quarter of 2026, we expect to pay $20.0 million, subject to any adjustments, in cash and in shares of our Class A common stock in connection with the technology transfer completed in the third quarter of 2025 related to the Scale Bio acquisition. In the future, we may pay up to $30.0 million of contingent consideration if certain milestones are met, which are payable in cash or equity at our election.

In January 2023, we signed an agreement to acquire certain intangible and other assets from Centrillion Technologies, Inc. and Centrillion Technology Holdings Corp. Under the agreement, we are obligated to pay for certain technology development milestones if they are met. As of December 31, 2025, we have paid $41.3 million relating to the completion of development milestones. Up to $15.0 million of cash consideration is due if an additional technology development milestone is met.

We expect to continue to incur operating losses for the foreseeable future. We believe that our existing cash and cash equivalents and cash generated from sales of our products will be sufficient to meet our anticipated cash needs for at least the next 12 months. However, our liquidity assumptions may prove to be incorrect, and we could exhaust our available financial resources sooner than we currently expect. We maintain the majority of our cash and cash equivalents in accounts with major U.S. and multi-national financial institutions, and our deposits at these institutions exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect our business and financial position.

We intend to continue to evaluate market conditions and may in the future pursue additional sources of funding, such as mortgage or other financing, to further enhance our financial position and to execute our business strategy. In addition, should prevailing economic, financial, business or other factors adversely affect our ability to meet our operating cash requirements, we could be required to obtain funding through traditional or alternative sources of financing. We cannot be certain that additional funds would be available to us on favorable terms when required, or at all.

Sources of liquidity

Since our inception, we have financed our operations and capital expenditures primarily through sales of convertible preferred stock and common stock, revenue from sales of our products and the incurrence of indebtedness. In September 2019, we completed our initial public offering for aggregate proceeds of $410.8 million, net of offering costs, underwriter discounts and commissions. In September 2020, we completed a public offering of our Class A common stock for aggregate proceeds of $482.3 million, net of offering costs, underwriting discounts and commissions.

Cash flow summary

The following table summarizes our cash flows for the periods indicated:

	Year Ended December 31,	
	2025	2024
	(in thousands)	
Net cash provided by (used in):		
Operating activities	$ 136,050	$ 6,664
Investing activities	(13,438)	(32,631)
Financing activities	6,803	10,914
Effect of exchange rates changes on cash and cash equivalents	484	(164)
Net increase (decrease) in cash and cash equivalents	$ 129,899	$ (15,217)

Operating activities

For the year ended December 31, 2025, the net cash provided by operating activities of $136.1 million consisted of a net loss of $43.5 million, adjusted by non-cash adjustments of $154.7 million and net cash inflows from changes in operating assets and liabilities of $24.9 million. The non-cash adjustments of $154.7 million primarily consisted of stock-based compensation expense of $109.1 million, depreciation and amortization of $36.2 million, amortization of leased right-of-use assets of $7.6 million, fair value adjustments on contingent consideration of $1.4 million, ROU assets impairment of $1.3 million due to restructuring, and lease and asset impairment charges of $0.8 million, partially offset by accretion of discounts related to our marketable securities of $1.8 million. The net cash inflow from changes in operating assets and liabilities of $24.9 million was primarily driven by cash inflows related to a decrease in accounts receivable of $41.3 million mainly due to timing of collections,

a decrease in inventory of $28.0 million, an increase in accrued compensation and other related benefits of $7.6 million, and an increase in other noncurrent liabilities of $1.4 million, partially offset by cash outflows due to an increase in other receivables of $34.9 million primarily related to the Bruker settlement, a decrease in operating lease liabilities of $10.3 million due to lease payments, a decrease in accrued expenses and other current liabilities of $5.2 million, a decrease in accounts payable of $2.1 million due to timing of vendor payments, and an increase in prepaid expenses and other current assets of $2.3 million. During the year ended December 31, 2025, we received an upfront payment of $26.0 million from Vizgen, and two quarterly settlement payments from Bruker totaling $34.0 million, along with the corresponding interest payments. Because these amounts were collected in the same period they were recognized, they are reflected in operating cash flows through earnings, with no corresponding change in accounts receivable other than the $34.0 million receivable from Bruker remaining at December 31, 2025.

For the year ended December 31, 2024, the net cash provided by operating activities of $6.7 million consisted of a net loss of $182.6 million, adjusted by non-cash adjustments of $188.0 million, and net cash inflows from changes in operating assets and liabilities of $1.3 million. The non-cash adjustments of $188.0 million primarily consisted of stock-based compensation expense of $140.7 million, depreciation and amortization of $35.9 million, amortization of leased right-of-use assets of $7.8 million, lease and asset impairment charges of $3.1 million, and other non-cash expenses of $0.5 million. The net cash inflow from operating assets and liabilities was primarily due to a decrease in accounts receivable of $27.0 million primarily due to reduced revenue, an increase in deferred revenue of $11.2 million, an increase in accrued compensation and other related benefits of $3.7 million, and an increase in other noncurrent liabilities of $0.8 million. The net cash inflow from operating assets and liabilities was partially offset by a decrease in accrued expenses and other current liabilities of $12.7 million, a decrease of $12.5 million due to payment of operating lease liabilities, an increase in inventory of $9.8 million, a decrease in accounts payable of $3.4 million due to timing of vendor payments, an increase in prepaid expenses and other current assets of $1.9 million, and an increase in other noncurrent assets of $1.1 million.

Investing activities

The net cash used in investing activities of $13.4 million in the year ended December 31, 2025 was due to the purchase of marketable securities of $123.4 million, net cash paid for the asset acquisition of $9.3 million, purchases of property and equipment and intangible assets of $5.9 million, partially offset by the proceeds from maturities of marketable securities of $125.2 million.

The net cash used in investing activities of $32.6 million in the year ended December 31, 2024 was due to the purchase of marketable securities of $48.9 million, purchases of property and equipment and intangible assets of $12.4 million and $1.0 million, respectively, partially offset by the proceeds from sales and maturities of marketable securities of $3.9 million and $25.8 million, respectively.

Financing activities

The net cash provided by financing activities of $6.8 million in the year ended December 31, 2025 was primarily from proceeds of $6.8 million from the issuance of common stock from the exercise of stock options and employee stock purchase plan purchases.

The net cash provided by financing activities of $10.9 million in the year ended December 31, 2024 was primarily from proceeds of $10.9 million from the issuance of common stock from the exercise of stock options and employee stock purchase plan purchases.

Critical Accounting Policies and Estimates

Our consolidated financial statements and the related notes thereto included elsewhere in this Annual Report are prepared in accordance with GAAP. We believe that our accounting policies related to revenue recognition are important in understanding our consolidated financial position and results of operations. The other accounting policies and estimates below also involve a significant degree of judgment and complexity. The preparation of consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from our estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected.

For further information, see Note 2 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report.

Revenue recognition

We generate revenue from sales of products, which consist of instruments and consumables, and services. Revenue from product sales is recognized when control of the product is transferred, which is generally upon shipment to the customer. Instrument service agreements, which relate to extended warranties, are typically entered into for a one-year term, following the expiration of the standard one-year warranty period. Revenue for extended warranties is recognized ratably over the term of the extended warranty period as a stand ready performance obligation. Revenue is recorded net of discounts, distributor commissions and sales taxes collected on behalf of governmental authorities. Customers are invoiced generally upon shipment, or upon order for services, and payment is typically due within 30 days. Cash received from customers in advance of product shipment or provision of services is recorded as a liability. Our contracts with our customers generally do not include rights of return or a significant financing component.

We regularly enter into contracts that include various combinations of products and services which are generally distinct and accounted for as separate performance obligations. The recognition of revenue can be complex due to the volume of sales transactions including multiple performance obligations. The transaction price is allocated to each performance obligation in proportion to its standalone selling price. We determine standalone selling price using average selling prices with consideration of current market conditions. If the product or service has no history of sales or if the sales volume is not sufficient, we rely upon prices set by management, adjusted for applicable discounts.

We have agreements with third parties that include up-front fees and royalties. Revenue related to the delivery of intellectual property is recognized when the license is delivered to the third parties. Royalty revenue is recognized when the underlying sales occur. If the reporting of the actual sales from our licensees occurs after our reporting date, we estimate the royalty revenue receivable at the reporting date and adjust for any changes in estimates in the following period.

Inventory

Inventory is recorded at the lower of cost, determined on a first-in, first-out basis, or net realizable value. We use judgment to analyze and determine if the composition of our inventory is obsolete, slow-moving, unsalable or otherwise carried above the net realizable value and frequently review such determinations. We write down specifically identified unusable, obsolete, slow-moving or known unsalable inventory and inventory otherwise carried above the net realizable value in the period that it is first recognized by using a number of factors including product expiration dates, open and unfulfilled orders and sales forecasts. Any write-down of inventory to net realizable value establishes a new cost basis and will be maintained even if certain circumstances suggest that the inventory is recoverable in subsequent periods. Costs associated with the write-down of inventory are recorded to cost of revenue on our consolidated statements of operations. We make assumptions about future demand, market conditions and the release of new products and new versions of existing products that may supersede old ones. However, if actual market conditions are less favorable than anticipated, additional inventory write-downs could be required. For example, we recorded charges of $26.5 million and $11.3 million in the years ended December 31, 2025 and 2024, respectively, related to excess and obsolete inventory.

Stock-based compensation

Our stock-based compensation relates to stock options, restricted stock units (“RSUs”), performance stock units (“PSUs”), market-based performance stock awards ("PSAs") including performance stock options and performance RSUs granted pursuant to equity incentive plans, and stock purchase rights under an Employee Stock Purchase Plan (“ESPP”). Stock-based compensation expense for stock-based awards are based on their grant date fair value. We determine the fair value of RSUs based on the closing price of our stock price, which is listed on Nasdaq Stock Market LLC, at the date of the grant. We estimate the fair value of stock option awards under an equity incentive plan and stock purchase right under an ESPP on the grant date using the Black-Scholes option-pricing model. The fair values of stock-based awards, excluding PSAs and PSUs, are recognized as compensation expense on a straight-line basis over the requisite service period in which the awards are expected to vest and forfeitures are recognized as they occur.

The Black-Scholes model considers several variables and assumptions in estimating the fair value of stock-based awards. These variables include the per share fair value of the underlying common stock, exercise price, expected term, risk-free interest rate, expected annual dividend yield and the expected stock price volatility over the expected term. We calculate the expected term using the simplified method, which is the mid-point between the vesting and contractual term. The risk-free interest rate is based on the yield available on U.S. Treasury zero-coupon issues similar in duration to the expected term of the equity-settled award.

During the year ended December 31, 2025, we granted PSUs (“2025 PSUs”) to certain members of management which are subject to the achievement of certain performance conditions established by the Company’s Compensation Committee of the Board of Directors as described below:

i. 50% of target 2025 PSUs earned will be based on the Company's compound annual growth rate ("CAGR") of the Company's revenue over a two-year performance period from January 1, 2025 to December 31, 2026. Holders may earn from 0% to 200% of the target amount of shares and earned 2025 PSUs will then be subject to service-based vesting; and

ii. 50% of target 2025 PSUs earned will be based on the relative Total Shareholder Return ("TSR") of the Company's Class A common stock as compared to the TSR of the members of the Russell 3000 Medical Equipment and Services Sector Index over a three-year performance period from January 1, 2025 to December 31, 2027. Depending on the results relative to the TSR market condition, the holders may earn from 0% to 200% of the target amount of shares which will vest at the end of the performance period.

The 2025 PSUs will be forfeited if the performance or market conditions are not achieved at the end of the relative performance periods as described above. The vesting of the 2025 PSUs can also be triggered upon certain change in control events or in the event of death or disability. Stock-based compensation expense recognized for the 2025 PSUs relating to TSR components was $1.0 million for the year ended December 31, 2025. The 2025 PSUs relating to CAGR components were deemed not probable of vesting as of December 31, 2025, which resulted in no stock-based compensation expense recognized for the year ended December 31, 2025.

During the year ended December 31, 2024, we granted PSUs ("2024 PSUs") to certain members of management which are subject to the achievement of certain performance conditions established by the Company's Compensation Committee of the Board of Directors as described below:

i. 50% of target 2024 PSUs earned were based on the Company's CAGR of the Company's revenue over a two-year performance period from January 1, 2024 to December 31, 2025. Holders could have earned from 0% to 175% of the target amount of shares and earned 2024 PSUs would have then been subject to service-based vesting; and

ii. 50% of target 2024 PSUs earned will be based on the relative TSR of the Company's common stock as compared to the TSR of the members of the Russell 3000 Medical Equipment and Services Sector Index over a three-year performance period from January 1, 2024 to December 31, 2026. Depending on the results relative to the TSR market condition, the holders may earn from 0% to 200% of the target amount of shares which will vest at the end of the performance period.

The 2024 PSUs were or will be forfeited if the performance or market conditions were or are not achieved at the end of the relative performance periods as described above. We did not achieve the revenue CAGR performance condition over the two-year performance period; accordingly, the 2024 PSUs subject to this performance condition were forfeited as of December 31, 2025. The vesting of the 2024 PSUs subject to the relative TSR condition can also be triggered upon certain change in control events or in the event of death or disability. Stock-based compensation expense recognized for the TSR component of the 2024 PSUs was $1.3 million for each of the years ended December 31, 2025 and 2024. The CAGR component of the 2024 PSUs was deemed not probable of vesting as of December 31, 2025 and December 31, 2024, which resulted in no stock-based compensation expense recognized for the years ended December 31, 2025 and 2024.

During the year ended December 31, 2023, we issued market-based PSAs comprising performance restricted stock units (and in one case a performance stock option). The PSAs consist of three separate tranches and the vesting of each tranche is subject to the Class A common stock closing price being maintained at or above certain predetermined share price goals for each tranche. We estimated the value of the PSA awards granted using a Monte Carlo simulation model, using assumptions including volatility, risk-free interest rate, cost of equity and dividends. We recognized the compensation expense over the derived service period using the accelerated attribution method commencing on the grant date. The derived service period was the median duration of the successful stock price paths to meet the price goal for each tranche as simulated in the Monte Carlo valuation model. If the related market condition is achieved earlier than its estimated derived service period, the stock-based compensation expense will be accelerated, and a cumulative catch-up expense will be recorded during the period in which the market condition is met. None of the stock price thresholds for the PSAs have been met, resulting in no shares vesting or becoming exercisable as of December 31, 2025.

Acquisitions of intellectual property

We evaluate acquisitions of assets and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not we have acquired inputs and processes that have the ability to create outputs, which would meet the requirements of a business. We account for an asset acquisition under Accounting Standards Codification, *Business Combinations* Topic 805, Subtopic 50, which requires the acquiring entity in an asset acquisition to recognize net assets based on the cost to the acquiring entity on a relative fair value basis, which includes transaction costs in addition to consideration given. Goodwill is not recognized in an asset acquisition and any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets based on relative fair values.

On August 7, 2025, we entered into an agreement to acquire all outstanding shares of common stock of Scale Bio. The transaction was accounted for as an asset acquisition because substantially all of the fair value of the assets acquired is concentrated in the developed technology. Upon closing the transaction on August 11, 2025, we made an upfront payment consisting of $9.2 million in cash and $13.5 million (1,099,992 shares) in shares of our Class A common stock. In the first quarter of 2026, we expect to pay $20.0 million, subject to any adjustments, in cash and in shares of our Class A common stock in connection with the technology transfer completed in the third quarter of 2025. In the future, we may pay up to $30.0 million of contingent consideration if certain milestones are met.

We determined that the contingent consideration was within the scope of ASC 480, *Distinguishing Liabilities from Equity*, because the contingent consideration is payable in cash or Class A common shares, at our election. The contingent consideration was recorded at fair value as of the acquisition date. As of December 31, 2025, we recognized $24.6 million for the fair value of the contingent consideration. The contingent consideration will be remeasured each reporting period, with changes in fair value recognized within “other income (expense), net” in our consolidated statement of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in foreign currency exchange rates.

Interest Rate Risk

We have exposure to interest rate risk that relates primarily to our cash equivalents and marketable securities. All of our cash equivalents and marketable securities are designated as available-for-sale and carried at fair market value. We invest in a number of securities including corporate bonds, U.S. agency notes, asset-backed securities, commercial paper, U.S. treasuries and money market funds. We attempt to ensure the safety and preservation of our invested principal funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in high grade investment securities. The fair market value of our fixed rate securities may be adversely impacted by increases in interest rates. For example, we maintain our portfolio of fixed income investments with short-term maturities to reduce risk and impact from rate changes. A hypothetical 100 basis-point (one percentage point) increase in interest rates compared to rates at December 31, 2025 and December 31, 2024 would have adversely affected the fair value of our investment portfolio by approximately $0.2 million in both periods.

Foreign Currency Exchange Risk

Our reporting currency is the U.S. dollar and the functional currency of each of our subsidiaries is either its local currency or the U.S. dollar depending on the circumstances. Historically, most of our revenue is denominated in U.S. dollars, although we sell our products and services in local currency outside of the United States, principally the euro, Great British pound and Japanese yen. For both the years ended December 31, 2025 and 2024, approximately 27% of our sales were denominated in currencies other than U.S. dollars. Our expenses are generally denominated in the currencies in which our operations are located, which is primarily in the United States. We are exposed to gains or losses due to changes in foreign currency exchange rates. For example, if the value of U.S. dollar increases relative to foreign currencies, we will incur losses on the remeasurement on customer receivables which are denominated in foreign currencies. In addition, for our price lists denominated in foreign currencies, if the value of the U.S. dollar increases relative to the foreign currencies, the value of the revenue transactions when translated or remeasured to our U.S. dollar reporting currency will be lower. We do not currently maintain a program to hedge exposures to non-U.S. dollar currencies. We have performed a sensitivity analysis as of December 31, 2025 and 2024, using a modeling technique that measures the change in the amount of non-U.S. dollar monetary assets arising from a hypothetical 10% movement in the levels of foreign currency exchange rates relative to the U.S. dollar, with all other variables held constant. The sensitivity analysis indicated that a hypothetical 10% movement in foreign currency exchange rates would change the amount of cash and cash equivalents and accounts receivable that we would report in U.S. dollars as of December 31, 2025 and December 31, 2024 by approximately $3.6 million and $4.2 million, respectively.

Item 8. Financial Statements and Supplementary Data.

10x Genomics, Inc.

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of 10x Genomics, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of 10x Genomics, Inc. (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 12, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition

Description of the Matter

For the year ended December 31, 2025, the Company recognized products and services revenues of $596.7 million. As discussed in Note 2 to the consolidated financial statements, the Company recognizes revenue when control of the products and services is transferred to its customers in an amount that reflects the consideration it expects to receive from its customers in exchange for those products and services.

Auditing the Company's revenue recognition can be complex due to the volume of sales transactions including multiple performance obligations.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the allocation of the transaction price to performance obligations in revenue transactions. For example, we tested management's controls over establishing stand-alone selling prices, and tested the automated system controls for the application of the stand-alone selling price to the revenue transactions.

Our audit procedures included, among others, evaluating the allocation of consideration using stand-alone selling price for a sample of individual sales transactions. For the sample, we inspected the customer contract, identified the distinct performance obligation(s) in the contract, and recalculated the allocation of the transaction price. For the sample, we further tested the timing of revenue recognition based on evidence of transfer of control of the goods to the customer or the recognition of revenue over time for extended warranty service performance obligations.

Scale Biosciences, Inc. Asset Acquisition

Description of the Matter

During the year ended December 31, 2025, the Company entered into an agreement to acquire all outstanding shares of common stock of Scale Biosciences, Inc. As discussed in Note 4 to the consolidated financial statements, the transaction was accounted for as an asset acquisition because substantially all of the fair value of the assets acquired is concentrated in the developed technology. The net assets acquired were valued at $46.6 million. The contingent consideration was recorded at fair value as of the acquisition date.

Auditing the Scale Biosciences, Inc. asset acquisition was complex due to the estimation uncertainty in determining the fair value of acquired developed technology. The estimation uncertainty was primarily due to the sensitivity of the fair value to underlying assumptions, including the future revenues related to the developed technology. Such assumptions are forward-looking and could be affected by future competitive and economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the controls over the asset acquisition. For example, we tested management's controls over determining the accounting treatment of the acquisition and the valuation of the acquired developed technology intangible asset and contingent consideration.

Our audit procedures included, among others, evaluating the accounting treatment for the transaction as an asset acquisition and testing the valuation of the acquired developed technology and contingent consideration. To test the valuation of the acquired developed technology and the contingent consideration, our audit procedures included, among others, a review of the valuation methods, key valuation assumptions, reconciling the valuation of the net assets acquired to the valuation of the consideration transferred, and performing sensitivity analyses.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2015.

San Jose, California
February 12, 2026

10x Genomics, Inc.
Consolidated Balance Sheets
(In thousands, except share and per share data)

	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 473,966	$ 344,067
Marketable securities	49,443	49,335
Accounts receivable, net	47,013	87,862
Inventory	56,341	83,107
Other receivables	35,480	606
Prepaid expenses and other current assets	22,208	19,410
Total current assets	684,451	584,387
Property and equipment, net	226,711	252,648
Operating lease right-of-use assets	60,450	57,290
Goodwill	4,511	4,511
Intangible assets, net	62,329	15,671
Other noncurrent assets	2,913	4,129
Total assets	$ 1,041,365	$ 918,636
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 12,733	$ 12,909
Accrued compensation and related benefits	42,500	33,615
Accrued expenses and other current liabilities	39,971	41,165
Deferred revenue	23,902	20,658
Operating lease liabilities	10,985	9,286
Contingent consideration, current	23,363	—
Total current liabilities	153,454	117,633
Contingent consideration, noncurrent	1,237	—
Operating lease liabilities, noncurrent	73,376	73,327
Deferred revenue, noncurrent	10,501	12,513
Other noncurrent liabilities	6,471	5,029
Total liabilities	245,039	208,502
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, $0.00001 par value; 100,000,000 shares authorized, no shares issued or outstanding as of December 31, 2025 and 2024	—	—
Common stock, $0.00001 par value; 1,100,000,000 shares authorized (Class A 1,000,000,000, Class B 100,000,000); 127,691,329 (Class A 117,612,457, Class B 10,078,872) and 122,291,837 (Class A 108,235,004, Class B 14,056,833) shares issued and outstanding as of December 31, 2025 and 2024, respectively	2	2
Additional paid-in capital	2,306,690	2,177,672
Accumulated deficit	(1,510,591)	(1,467,047)
Accumulated other comprehensive income (loss)	225	(493)
Total stockholders' equity	796,326	710,134
Total liabilities and stockholders' equity	$ 1,041,365	$ 918,636

The accompanying notes are an integral part of these consolidated financial statements.

10x Genomics, Inc.
Consolidated Statements of Operations
(In thousands, except share and per share data)

	Year Ended December 31,		
	2025	2024	2023
Products and services revenue	$ 596,688	$ 610,464	$ 618,727
License and royalty revenue	46,135	321	—
Revenue	642,823	610,785	618,727
Cost of products and services revenue	198,942	196,303	209,414
Gross profit	443,881	414,482	409,313
Operating expenses:			
Research and development	238,632	264,698	270,332
Selling, general and administrative	316,134	344,343	343,330
Gain on settlement	(49,900)	—	—
In-process research and development	—	—	60,980
Total operating expenses	504,866	609,041	674,642
Loss from operations	(60,985)	(194,559)	(265,329)
Other income (expense):			
Interest income	20,048	18,930	16,885
Interest expense	—	(4)	(33)
Other income (expense), net	1,030	(2,067)	(286)
Total other income	21,078	16,859	16,566
Loss before provision for income taxes	(39,907)	(177,700)	(248,763)
Provision for income taxes	3,637	4,927	6,336
Net loss	$ (43,544)	$ (182,627)	$ (255,099)
Net loss per share, basic and diluted	$ (0.35)	$ (1.52)	$ (2.18)
Weighted-average shares used to compute net loss per share, basic and diluted	124,749,885	120,451,550	117,165,036

The accompanying notes are an integral part of these consolidated financial statements.

10x Genomics, Inc.
Consolidated Statements of Comprehensive Loss
(In thousands)

	December 31,		
	2025	2024	2023
Net loss	$ (43,544)	$ (182,627)	$ (255,099)
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on available-for-sale marketable securities	(6)	206	2,210
Realized loss on available-for-sale marketable securities reclassified into net loss	—	3	1,718
Foreign currency translation adjustment	724	(273)	(22)
Other comprehensive income (loss), net of tax	718	(64)	3,906
Comprehensive loss	$ (42,826)	$ (182,691)	$ (251,193)

The accompanying notes are an integral part of these consolidated financial statements.

10x Genomics, Inc.
Consolidated Statements of Stockholders' Equity
(In thousands, except share data)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2022	115,195,009	$ 2	$ 1,839,397	$ (1,029,321)	$ (4,335)	$ 805,743
Issuance of Class A common stock related to equity awards	3,900,353	—	19,483	—	—	19,483
Stock-based compensation	—	—	167,010	—	—	167,010
Net loss	—	—	—	(255,099)	—	(255,099)
Other comprehensive income	—	—	—	—	3,906	3,906
Balance as of December 31, 2023	119,095,362	2	2,025,890	(1,284,420)	(429)	741,043
Issuance of Class A common stock related to equity awards	3,196,475	—	10,914	—	—	10,914
Stock-based compensation	—	—	140,868	—	—	140,868
Net loss	—	—	—	(182,627)	—	(182,627)
Other comprehensive loss	—	—	—	—	(64)	(64)
Balance as of December 31, 2024	122,291,837	2	2,177,672	(1,467,047)	(493)	710,134
Issuance of Class A common stock related to equity awards	4,299,500	—	6,803	—	—	6,803
Issuance of Class A common stock for acquisition of assets	1,099,992	—	13,541	—	—	13,541
Stock-based compensation	—	—	108,674	—	—	108,674
Net loss	—	—	—	(43,544)	—	(43,544)
Other comprehensive income	—	—	—	—	718	718
Balance as of December 31, 2025	127,691,329	$ 2	$ 2,306,690	$ (1,510,591)	$ 225	$ 796,326

The accompanying notes are an integral part of these consolidated financial statements

10x Genomics, Inc.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Operating activities:			
Net loss	$ (43,544)	$ (182,627)	$ (255,099)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Stock-based compensation expense	109,118	140,749	166,950
Depreciation and amortization	36,199	35,879	35,512
Asset and lease impairment charges	814	3,054	9,845
ROU assets impairment due to restructuring	1,253	—	—
Amortization of right-of-use assets	7,617	7,829	8,107
Fair value adjustments on contingent consideration	1,407	—	—
Realized loss on marketable securities	—	3	1,718
Other	(1,753)	523	427
Changes in operating assets and liabilities:			
Accounts receivable	41,314	26,951	(10,613)
Other receivables	(34,874)	—	—
Inventory	27,953	(9,777)	7,871
Prepaid expenses and other current assets	(2,343)	(1,901)	(2,429)
Other noncurrent assets	689	(1,084)	(678)
Accounts payable	(2,126)	(3,354)	(6,017)
Accrued compensation and other related benefits	7,647	3,654	(2,637)
Deferred revenue	746	11,209	10,932
Accrued expenses and other current liabilities	(5,153)	(12,736)	28,301
Operating lease liability	(10,310)	(12,484)	(8,671)
Other noncurrent liabilities	1,396	776	1,284
Net cash provided by (used in) operating activities	136,050	6,664	(15,197)
Investing activities:			
Proceeds from maturities of marketable securities	125,200	25,782	82,825
Proceeds from sales of marketable securities	—	3,856	100,191
Purchase of marketable securities	(123,435)	(48,876)	—
Asset acquisition, net	(9,268)	—	—
Purchases of property and equipment	(5,935)	(12,393)	(48,601)
Purchase of intangible assets	—	(1,000)	(923)
Net cash (used in) provided by investing activities	(13,438)	(32,631)	133,492
Financing activities:			
Issuance of common stock from exercise of stock options and employee stock purchase plan purchases	6,803	10,914	19,483
Payments on technology license financing arrangement	—	—	(5,814)
Net cash provided by financing activities	6,803	10,914	13,669
Effect of exchange rate changes on cash and cash equivalents	484	(164)	(33)
Net increase (decrease) in cash and cash equivalents	129,899	(15,217)	131,931
Cash, cash equivalents and restricted cash at beginning of year	344,067	359,284	227,353
Cash and cash equivalents at end of year	$ 473,966	$ 344,067	$ 359,284
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ —	$ —	$ 436
Cash paid for taxes	$ 2,391	$ 5,641	$ 4,927
Noncash investing and financing activities			
Purchases of property and equipment included in accounts payable, accrued expenses and other current liabilities	$ 215	$ 1,351	$ 3,324
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 11,397	$ —	$ 6,518
Common stock issued for acquisition of assets	$ 13,541	$ —	$ —

The accompanying notes are an integral part of these consolidated financial statements.

10x Genomics, Inc.
Notes to Consolidated Financial Statements

1. Description of Business and Basis of Presentation

Organization and Description of Business

10x Genomics, Inc. (the "Company") is a life sciences technology company focused on building innovative products and solutions to interrogate, understand and master biology. The Company's integrated research solutions include the Company's single cell instruments, which include the Company's Chromium instruments, and the Company's Spatial instruments, which include the Company's Visium CytAssist and Xenium Analyzer instruments, and the Company's consumables, which include proprietary microfluidic chips, slides, reagents and other consumables for the Company's Chromium, Visium and Xenium solutions. The Company bundles its software with these products to guide customers through the workflow, from sample preparation through analysis and visualization. Customers purchase instruments and consumables from the Company for use in their experiments. The Company was incorporated in the state of Delaware in July 2012 and began commercial and manufacturing operations and selling its instruments and consumables in 2015. The Company is headquartered in Pleasanton, California and has wholly-owned subsidiaries in Asia, Europe, Oceania and North America.

Basis of Presentation

The consolidated financial statements, which include the Company's accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or "GAAP"). All intercompany transactions and balances have been eliminated.

Reclassification

Amounts related to license and royalty revenue in the consolidated statements of operations for the years ended December 31, 2024 and 2023 have been reclassified to conform to the current presentation. Amounts related to accretion of discount and amortization of premium on marketable securities in the consolidated statements of operations for the years ended December 31, 2024 and 2023 have been reclassified to conform to the current presentation. Amounts related to other receivables in the consolidated balance sheet as of December 31, 2024 have been reclassified to conform to the current presentation.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, disclosure of contingent liabilities, and the reported amounts of revenue and expense. These judgments, estimates and assumptions are used for, but not limited to, revenue recognition, inventory valuation and write-downs, accounting for asset and business acquisitions, the valuation of stock-based compensation awards and remeasurement of contingent consideration. The Company bases its estimates on various factors and information, which may include, but are not limited to, history and prior experience, the Company's forecasts and future plans, current economic conditions and information from third-party professionals that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and recorded amounts of expenses that are not readily apparent from other sources. To the extent there are material differences between the Company's estimates and the actual results, the Company's future consolidated results of operation may be affected.

Segment Information

The Company operates as a single operating segment. The Company's chief operating decision maker ("CODM"), its Chief Executive Officer, manages the Company's operations on a consolidated basis for the purposes of allocating resources, making operating decisions and evaluating financial performance. The measures of profitability and significant segment expenses reviewed by the CODM are consistent with the presentation and disclosure in these consolidated financial statements.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash equivalents consist of amounts invested in money market funds and are stated at fair value.

Marketable Securities

The Company designates investments in debt securities as available-for-sale. Available-for-sale debt securities with original maturities of three months or less from the date of purchase are classified within cash and cash equivalents. Available-for-sale debt securities with original maturities longer than three months are available to fund current operations and are classified as marketable securities, within current assets on the balance sheet. Available-for-sale debt securities are reported at fair value with the related unrealized gains and losses included in "Accumulated other comprehensive income (loss)," a component of stockholders' equity, net of tax. Realized gains (losses) on the sale of marketable securities are determined using the specific-identification method and recorded in "Other income (expense), net," in the Company's consolidated statements of operations.

The available-for-sale debt securities are subject to a periodic impairment review. For investments in an unrealized loss position, the Company determines whether a credit loss exists by considering information about the collectability of the instrument, current market conditions and reasonable and supportable forecasts of economic conditions. The Company recognizes an allowance for credit losses, up to the amount of the unrealized loss when appropriate, and writes down the amortized cost basis of the investment if it is more likely than not that the Company will be required or will intend to sell the investment before recovery of its amortized cost basis. Allowances for credit losses and write-downs are recognized in "Other income (expense), net," and unrealized losses not related to credit losses are recognized in "Other comprehensive income (loss)." There are no allowances for credit losses for the periods presented.

Fair Value of Financial Instruments

Cash equivalents are comprised of money market funds which are classified as Level 1 in the fair value hierarchy. Assets recorded at fair value on a recurring basis in the balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level 2 - Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3 - Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company's financial instruments consist of Level 1 and Level 2 assets. Where quoted prices are available in an active market, securities are classified as Level 1. Money market funds are classified as Level 1. Level 2 assets include corporate bonds, asset-backed securities, commercial paper, U.S. Government Treasury and agency securities, and debt securities in government-sponsored entities based upon quoted market prices for similar movements in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs obtained from various third party-data providers, including but not limited to, benchmark yields, interest rate curves, reported trades, broker/dealer quotes and reference data.

The Company measures contingent consideration related to the Company's acquisition of Scale Biosciences, Inc. ("Scale Bio") at fair value on a recurring basis. Refer to Note 4, *Acquisitions,* for additional details regarding the acquisition. The contingent consideration is valued using a probability-weighted discounted cash flow approach, which reflects management's estimates of future outcomes, timing of payments and discount rates. Because these inputs involve significant judgment, the fair value measurement are classified as Level 3 within the fair value hierarchy.

Accounts Receivable, Net

Accounts receivable consist of amounts due from customers for the sales of products and services. The Company reviews its accounts receivable and provides allowances of specific amounts if collectability is no longer reasonably assured based on historical experience and specific customer collection issues. As of December 31, 2025 and 2024, the allowance for doubtful accounts was $0.1 million for both periods.

Business Concentrations

The Company's instruments are mostly assembled and tested by third party contract manufacturers in Asia and the United States. The Company's agreement with the contract manufacturers contains purchase commitments. In addition, the Company relies on several suppliers for key components for its reagent kits. A significant disruption in the operations of the contract manufacturers or suppliers may impact the production of the Company's products for a substantial period of time, which could have a material adverse effect on its business, financial condition and results of operations.

Concentrations

Financial instruments that potentially subject the Company to credit risk consist of cash equivalents, marketable securities, accounts receivable and other receivables. The Company's cash and cash equivalents held with large financial institutions in the United States and deposits exceed the Federal Deposit Insurance Corporation's insurance limit. The Company performs periodic evaluations of the risks associated with its investments and the relative credit standing of these financial institutions.

The Company performs ongoing credit evaluations of its customers' financial condition. The Company does not require collateral from its customers but may require upfront payments from certain customers. The Company has not experienced material credit losses to date. For the years ended December 31, 2025, 2024, and 2023, no single customer represented more than 10% of revenue. No customer or distributor represented more than 10% of the Company's outstanding accounts receivable as of December 31, 2025 or 2024.

Inventory

Inventory is recorded at the lower of cost, determined on a first-in, first-out basis, or net realizable value. The Company uses judgment to analyze and determine if the composition of its inventory is obsolete, slow-moving, unsalable or otherwise carried above the net realizable value and frequently reviews such determinations. The Company writes down specifically identified unusable, obsolete, slow-moving or known unsalable inventory and inventory otherwise carried above the net realizable value in the period that it is first recognized by using a number of factors including product expiration dates, open and unfulfilled orders and sales forecasts. Net realizable value is determined using the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Any write-down of its inventory to net realizable value establishes a new cost basis and will be maintained even if certain circumstances suggest that the inventory is recoverable in subsequent periods. Costs associated with the write-down of inventory are recorded to cost of revenue on the Company's consolidated statements of operations.

Leases

The Company determines if an arrangement is or contains a lease at inception by assessing whether the arrangement contains an identified asset and whether it has the right to control the identified asset. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Lease liabilities are recognized at the lease commencement date based on the present value of future lease payments over the lease term. ROU assets are based on the measurement of the lease liability and also include any lease payments made prior to or on lease commencement and exclude lease incentives and initial direct costs incurred, as applicable.

The Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. The Company gives consideration to its credit risk, term of the lease and total lease payments and adjusts for the impacts of collateral, as necessary, when calculating its incremental borrowing rates. The lease terms may include options to extend or terminate the lease when the Company is reasonably certain it will exercise such options. Lease costs for the Company's operating leases are recognized on a straight-line basis within operating expenses and costs of goods sold over the reasonably assured lease term.

The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of an ROU asset may not be recoverable. This evaluation is performed in a manner consistent with the Company's impairment assessment for long-lived assets. When a decision has been made to sublease that space, the Company evaluates the asset for impairment and recognize the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the lowest level of identifiable cash flows for an asset group. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques. During the year ended December 31, 2025, the Company recognized an impairment loss related to the ROU assets associated with the leased facility acquired as part of the Scale Bio acquisition. Refer to *the Impairment of Long-Lived Assets* section below and Note 7, *Commitments and Contingencies - Lease Agreements,* for further details.

The Company has elected to not separate lease and non-lease components for any leases within its existing classes of assets and, as a result, accounts for any lease and non-lease components as a single lease component. The Company has also elected to not apply the recognition requirement to any leases within its existing classes of assets with a term of 12 months or less.

Property and Equipment, Net

Property and equipment is stated at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated useful lives of the following assets:

	Useful Life (Years)		
Building	3	-	40
Laboratory equipment and machinery	2	-	5
Computer equipment	2	-	5
Furniture and fixtures	3		
Leasehold improvements	3	-	10

Acquisitions of Intellectual Property

The Company evaluates acquisitions of assets and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs, which would meet the requirements of a business.

The Company accounts for asset acquisition under Accounting Standards Codification, *Business Combinations, Topic 805, Subtopic 50*, which requires the acquiring entity in an asset acquisition to recognize net assets based on the cost to the acquiring entity on a relative fair value basis, which includes transaction costs in addition to consideration given. Goodwill is not recognized in an asset acquisition and any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets based on relative fair values.

If the Company has the option to pay in equity for contingent consideration related to the acquisition, a liability is recorded in accordance with the guidance of ASC 480, *Distinguishing Liabilities from Equity.* The contingent consideration is recorded at fair value at inception and is revalued on a quarterly basis for any significant adjustments and recognized in the Company's consolidated statements of operations in "Other income (expense), net."

Impairment of Long-Lived Assets

The Company evaluates long-lived assets, such as property and equipment and intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If indicators of impairment exist and the undiscounted future cash flows that the assets are expected to generate are less than the carrying value of the assets, the Company reduces the carrying amount of the assets to their estimated fair values based on a discounted cash flow approach or, when available and appropriate, to comparable market values. The Company recorded impairment charges of $2.1 million, $3.1 million and $9.8 million primarily relating to computer equipment, software, ROU assets, and intangible assets during the years ended December 31, 2025, 2024 and 2023, respectively. Refer to Note 5, *Other Financial Statement Information,* for further details.

Substantially all the Company's long-lived assets are located in the United States.

Product Warranties

The Company generally provides a one-year warranty on its instruments. The Company reviews its exposure to estimated warranty obligations associated with instrument sales and establishes an accrual based on historical product failure rates and actual warranty costs incurred. This expense is recorded as a component of cost of revenue in the consolidated statements of operations.

Deferred Revenue

Deferred revenue consists of payments received in advance of revenue recognition primarily related to instrument service agreements, also referred to as extended warranties. Revenue under these agreements is recognized ratably over the related service

period. Deferred revenue expected to be recognized during the 12 months following the balance sheet date is recorded as current portion of deferred revenue and the remaining portion is recorded as long-term.

Revenue Recognition

Products and Services Revenue

The Company generates revenue from sales of products, which consist of instruments and consumables, and services. Revenue from product sales is recognized when control of the product is transferred, which is generally upon shipment to the customer. Instrument service agreements, which relate to extended warranties, are typically entered into for a one-year term, following the expiration of the standard one-year warranty period. Revenue for extended warranties is recognized ratably over the term of the extended warranty period as a stand ready performance obligation. Revenue is recorded net of discounts, distributor commissions and sales taxes collected on behalf of governmental authorities. Customers are invoiced generally upon shipment, or upon order for services, and payment is typically due within 30 days. Cash received from customers in advance of product shipments or the provision of services is recorded as a contract liability. The Company's contracts with its customers generally do not include rights of return or a significant financing component.

The Company regularly enters into contracts that include various combinations of products and services which are generally distinct and accounted for as separate performance obligations. The transaction price is allocated to each performance obligation in proportion to its standalone selling price. The Company determines standalone selling price using average selling prices with consideration of current market conditions. If the product or service has no history of sales or if the sales volume is not sufficient, the Company relies upon prices set by management, adjusted for applicable discounts.

License and Royalty Revenue

The Company has agreements with third parties that include up-front fees and royalties. Revenue related to the delivery of intellectual property is recognized when the license is delivered to the third parties. Royalty revenue is recognized when the underlying sales occur. If the reporting of the actual sales from the Company's licensees occurs after the Company's reporting date, the Company estimates the royalty revenue receivable at the reporting date and adjusts for any changes in estimates in the following period.

Cost of Products and Services Revenue

Cost of product and services revenue primarily consists of manufacturing costs incurred in the production process, including personnel and related costs, component materials, labor and overhead, packaging and delivery costs and allocated costs including facilities and information technology. In addition, cost of product and services revenue includes royalty costs for licensed technologies included in the Company's products, warranty costs and write-downs for slow-moving and obsolete inventory.

Shipping and Handling Costs

Shipping and handling charged to customers are recorded as revenue. Shipping and handling costs are included in the Company's cost of revenue.

Research and Development

Research and development costs are expensed in the period incurred. Research and development expense consists of personnel and related costs, independent contractor costs, laboratory supplies, equipment maintenance, prototype and materials expenses, amortization of developed technology and intangibles and allocated costs including facilities and information technology.

Advertising Costs

Advertising costs are expensed as incurred. The Company incurred advertising costs of $2.5 million, $3.9 million and $3.3 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Stock-Based Compensation

The Company's stock-based compensation expense relates to stock options, restricted stock units ("RSUs"), performance stock units ("PSUs"), market-based performance stock awards ("PSAs") including performance stock options and performance RSUs granted pursuant to equity incentive plans, and stock purchase rights under an Employee Stock Purchase Plan ("ESPP"). Stock-based compensation expense for its stock-based awards is based on their grant date fair value. The Company determines the fair value of RSUs based on the closing price of its stock, which is listed on the Nasdaq Global Select Market, at the date of the

grant (or on the most recent trading day prior to grant, if the date of grant is not a trading day). The Company estimates the fair value of stock option awards under an equity incentive plan and stock purchase rights under an ESPP on the grant date using the Black-Scholes option-pricing model. The fair values of stock-based awards excluding PSUs and PSAs are recognized as compensation expense on a straight-line basis over the requisite service period in which the awards are expected to vest and forfeitures are recognized as they occur.

The Black-Scholes model considers several variables and assumptions in estimating the fair value of stock-based awards. These variables include the per share fair value of the underlying common stock, exercise price, expected term, risk-free interest rate, expected annual dividend yield and the expected stock price volatility over the expected term. The Company calculated the expected term using the simplified method, which is the mid-point between the vesting and contractual term. Due to the short trading period of the Company's stock, the Company has estimated volatility by reference to the historical volatilities of the Company and that of similar publicly traded peer companies. The risk-free interest rate is based on the yield available on U.S. Treasury zero-coupon issues similar in duration to the expected term of the equity-settled award.

For PSAs, the Company derives the valuation of the award and the requisite service period for each separately vesting portion of the award using a Monte Carlo simulation model and the related compensation expense is recognized over the derived service period using the accelerated attribution method commencing on the grant date. The derived service period is the median duration of the successful stock price paths to meet the respective escalating stock price thresholds as simulated in the Monte Carlo valuation model which uses assumptions such as volatility, risk-free interest rate, cost of equity and dividend estimated for the performance period of the PSAs. If the related market condition is achieved earlier than its estimated derived service period, the stock-based compensation expense will be accelerated, and a cumulative catch-up expense will be recorded during the period in which the market condition is met.

For PSUs, management reassesses the probability of vesting at each reporting period, and any changes in estimates are recognized on a cumulative catch-up basis for the stock-based compensation expense.

Foreign Currency

For foreign subsidiaries where the functional currency is the local currency, assets and liabilities are translated to the U.S. dollar using month-end exchange rates, and revenue and expenses using average exchange rates. The adjustments resulting from these foreign currency translations are recorded in “Accumulated other comprehensive income (loss).”

For entities where the functional currency is the U.S. dollar, monetary assets and liabilities are remeasured using exchange rates in effect at the balance sheet dates and non-monetary assets and liabilities are remeasured at historical exchange rates. Revenue and expenses are remeasured at the average exchange rates for the period. Gains or losses from foreign currency remeasurement are included in “Other income (expense), net” in the consolidated statements of operations.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

The Company’s tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision.

The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management’s assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made.

Net Loss Per Share

Net loss per share is computed using the two-class method required for multiple classes of common stock and participating securities. The rights, including the liquidation and dividend rights and sharing of losses, of the Class A common stock and

Class B common stock are identical, other than voting rights. As the liquidation and dividend rights and sharing of losses are identical, the undistributed earnings are allocated on a proportionate basis and the resulting net loss per share will, therefore, be the same for both Class A and Class B common stock on an individual or combined basis.

Basic net loss per share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the period, adjusted for outstanding shares that are subject to repurchase.

For the calculation of diluted net loss per share, basic net loss per share is adjusted by the effect of dilutive securities including awards under the Company's equity compensation plans. Diluted net loss per share is computed by dividing net loss by the weighted-average number of dilutive shares of common stock outstanding. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive shares of common stock are not assumed to have been issued if their effect is anti-dilutive.

Recently Issued Accounting Pronouncement and Disclosure Rules

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2023-09, Income Taxes ("ASU No. 2023-09"), which prescribes standardized categories and disaggregation of information in the reconciliation of provision for income taxes, requires disclosure of disaggregated income taxes paid, and modifies other income tax-related disclosure requirements. The updated standard is effective beginning with the Company's fiscal year 2025 annual reporting period. The Company adopted ASU No. 2023-09 in its fourth quarter of 2025 using a prospective transition method and the additional disclosures required under the standard are included in the Company's financial statement disclosures.

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses ("ASU 2024-03"), and in January 2025 issued ASU 2025-01, Clarifying the Effective Date ("ASU 2025-01") to provide clarification as to the effective date. ASU 2024-03 requires disaggregated disclosure of income statement expenses. ASU 2024-03 does not change the expense captions currently presented on the income statement; rather it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. ASU 2024-03, as amended by ASU 2025-01, is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within fiscal years beginning after December 15, 2027. ASU 2024-03 can be applied on a prospective basis; however, retrospective application is permitted. Early adoption is permitted. As ASU 2024-03 only requires additional disclosure, it will not have a material impact on the Company's financial condition and results of operations.

3. Restructuring

During the year ended December 31, 2025, the Company implemented a reduction in force plan in order to decrease costs and maintain a streamlined organization to support the business. Restructuring charges of approximately $10.6 million associated with restructuring, comprised primarily of severance-related costs and the impairment loss associated with the Scale Bio ROU assets, were recorded during the year ended December 31, 2025.

Restructuring costs of $0.5 million, $4.1 million and $6.0 million were recorded in cost of revenue, research and development expense, and selling, general and administrative expense, respectively, in the Company's consolidated statements of operations during the year ended December 31, 2025. No additional restructuring charges are expected to be incurred, and the restructuring activities are expected to be substantially completed by the end of the first quarter of 2026.

In 2023, the Company implemented a restructuring plan related to the closure of one of its research and development facilities resulting in restructuring charges of $2.5 million, comprised primarily of long-lived assets impairment costs and one-time employee termination benefits which were recorded during the year ended December 31, 2023. Restructuring costs of $2.5 million were recorded in research and development and general and administrative expenses during the year ended December 31, 2023 in the Company's consolidated statements of operations. The restructuring activities were completed as of December 31, 2024.

The following table is a summary of restructuring costs related to the Company's restructuring activities for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	Termination Benefits Costs	Stock-Based Compensation Expense	Long-lived Assets Impairment Expenses	Total
Balance at January 1, 2023	$ 215	$ —	$ —	$ 215
Restructuring charge	310	—	2,171	2,481
Cash payments made	(215)	—	—	(215)
Non-cash charge	—	—	(2,171)	(2,171)
Balance at December 31, 2023	310	—	—	310
Restructuring charge	259	—	—	259
Cash payments made	(569)	—	—	(569)
Balance at December 31, 2024	—	—	—	—
Restructuring charge	9,023	314	1,253	10,590
Cash payments made	(7,736)	—	—	(7,736)
Non-cash charge	—	(314)	(1,253)	(1,567)
Balance at December 31, 2025	$ 1,287	$ —	$ —	$ 1,287

4. Acquisitions

2025 Acquisition

On August 7, 2025, the Company entered into an agreement to acquire all outstanding shares of common stock of Scale Bio, a single cell genomics technology company. Upon closing the transaction on August 11, 2025, the Company made an upfront payment consisting of $9.2 million in cash and $13.5 million (1,099,992 shares) in shares of the Company's Class A common stock. In the first quarter of 2026, the Company expects to pay $20.0 million, subject to any adjustments, in cash and in shares of the Company's Class A common stock in connection with the technology transfer completed in the third quarter of 2025. In the future the Company may pay up to $30.0 million of contingent consideration if certain milestones are met.

The transaction was accounted for as an asset acquisition because substantially all of the fair value of the assets acquired is concentrated in the developed technology. The Company determined that the contingent consideration was within the scope of ASC 480, *Distinguishing Liabilities from Equity*, because the contingent consideration is payable in cash or shares of the Company's Class A common stock, at the Company's election. The contingent consideration was recorded at fair value as of the acquisition date. Upon closing, the Company recognized $22.4 million for the fair value of the contingent consideration.

The following table summarizes the value of assets acquired and liabilities assumed (in thousands) as of the closing on August 11, 2025:

Cash	$ 1,390
Developed technology	51,639
Other assets and liabilities, net	(6,467)
Net identifiable assets acquired	$ 46,562

Other assets and liabilities, net includes assumed liabilities for pre-acquisition services provided to Scale Bio by third parties which are also measured at fair value under ASC 480. The Company will remeasure the contingent consideration and assumed liabilities within the scope of ASC 480 as of each applicable reporting period. Upon remeasurement as of December 31, 2025, the Company recorded a $1.4 million change in the fair value within "Other income (expense), net" in the Company's consolidated statement of operations. Measurement of the liabilities using a probability weighted discounted cash flow approach is classified as a Level 3 fair value measurement due to the use of significant unobservable inputs. The calculation relies upon the probability of achieving the milestones and approximate timing of payment based on the terms of the arrangement.

The following table discloses the summary of changes in the contingent consideration and assumed liabilities measured at fair value using Level 3 inputs (in thousands):

	Year Ended December 31, 2025
Beginning of period	$ —
Contingent consideration to sellers	22,378
Assumed liabilities to third parties	815
Change in fair value	1,407
Balance at end of period	$ 24,600

Following the integration of Scale Bio's operations, the Company determined to vacate a leased facility and recognized restructuring charges consisting of an impairment loss on the related ROU asset and severance-related costs during the year ended December 31, 2025. See Note 3, *Restructuring*, and Note 7, *Commitments and Contingencies,* for further details**.**

2023 Acquisition

In 2023, the Company signed an agreement to acquire certain intangible and other assets from Centrillion Technologies, Inc. and Centrillion Technology Holdings Corp. for an upfront cash payment of $10.0 million relating to an intellectual property license. Upon the close of the transaction on July 14, 2023, the Company paid additional cash consideration of $10.0 million upon acquiring the assets. Under the agreement, the Company is obligated to pay for certain technology development milestones if they are met. As of December 31, 2025, the Company has paid $41.3 million relating to the completion of development milestones. Up to $15.0 million of cash consideration is due if an additional technology development milestone is met.

The transaction was accounted for as an asset acquisition. In connection with this acquisition and milestone payments, the Company acquired an in-process research and development intangible asset of $61.0 million during the year ended December 31, 2023 which did not have alternative future use and therefore was recognized as an expense and included as a component of "In-process research and development" in the condensed consolidated statements of operations. The Company also acquired an intangible asset of $0.2 million related to assembled workforce which is included in "Intangible assets, net" in the consolidated balance sheets.

The following table summarizes the value of assets acquired and liabilities assumed as of the closing date (in thousands):

In-process research and development	$ 60,980
Intangible assets - acquired workforce	200
Property and equipment	671
Operating lease liabilities	(1,496)
Other assets and liabilities, net	758
Total net assets acquired	$ 61,113

5. Other Financial Statement Information

Available-for-sale Securities

Available-for-sale securities at December 31, 2025 consisted of the following (in thousands):

	December 31, 2025				December 31, 2024				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Fair Value Measurement
Cash equivalents:									
Money market funds	$ 441,108	$ —	$ —	$ 441,108	$ 322,012	$ —	$ —	$ 322,012	Level 1
Marketable securities:									
Government debt securities	49,431	12	—	49,443	49,317	18	—	49,335	Level 2
Total available-for-sale securities	$ 490,539	$ 12	$ —	$ 490,551	$ 371,329	$ 18	$ —	$ 371,347	

The contractual maturities of marketable securities as of December 31, 2025 were all less than one year.

The company incurred no gross realized losses from the sale of available-for-sales debt securities during the year ended December 31, 2025. During the years ended December 31, 2024 and 2023, the company incurred a *de minimis* gross realized loss and a gross realized loss of $1.7 million from the sale of available-for-sales debt securities, respectively. Realized gains (losses) on the sale of marketable securities are recorded in “Other expense, net” in the consolidated statements of operations.

The available-for-sale debt securities are subject to a periodic impairment review. For investments in an unrealized loss position, the Company determines whether a credit loss exists by considering information about the collectability of the instrument, current market conditions and reasonable and supportable forecasts of economic conditions. The Company recognizes an allowance for credit losses, up to the amount of the unrealized loss when appropriate, and writes down the amortized cost basis of the investment if it is more likely than not that the Company will be required or will intend to sell the investment before recovery of its amortized cost basis. Allowances for credit losses and write-downs are recognized in “Other expense, net,” and unrealized losses not related to credit losses are recognized in “Other comprehensive income (loss).” There are no allowances for credit losses for the periods presented.

Inventory

Inventory was comprised of the following (in thousands):

	December 31,	
	2025	2024
Finished goods	$ 23,183	$ 16,736
Work in progress	17,135	27,441
Purchased materials	16,023	38,930
Inventory	$ 56,341	$ 83,107

Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	December 31,	
	2025	2024
Building	$ 147,493	$ 147,094
Leasehold improvements	89,724	89,567
Laboratory equipment and machinery	78,133	72,498
Land	36,765	36,765
Computer equipment and software	15,281	14,953
Furniture and fixtures	9,850	9,586
Construction in progress	2,929	5,152
Total property and equipment	380,175	375,615
Less: accumulated depreciation and amortization	(153,464)	(122,967)
Property and equipment, net	$ 226,711	$ 252,648

Depreciation expense was $31.2 million, $33.9 million and $32.9 million for the years ended December 31, 2025, 2024, and 2023, respectively.

During the year ended December 31, 2025, the Company recorded impairment charges of $0.1 million related to leasehold improvements. During the year ended December 31, 2024, the Company recorded impairment charges of $2.1 million related to computer equipment and software of which $0.3 million, $0.7 million and $1.1 million was classified in cost of revenue, research and development, and selling, general and administrative expenses, respectively, in the consolidated statement of operations. The impairment charge was triggered by a decision to discontinue a productivity engineering project.

Intangible Assets, Net

Intangible assets, net consisted of the following (dollars in thousands):

		December 31, 2025			December 31, 2024		
	Remaining Useful Life in Years	Gross Carrying Amount	Accumulated Amortization	Intangibles, Net	Gross Carrying Amount	Accumulated Amortization	Intangibles, Net
Developed technology	6.0	$ 52,639	$ (3,359)	$ 49,280	$ 1,000	$ (92)	$ 908
Technology licenses	8.8	22,504	(9,491)	13,013	22,504	(8,016)	14,488
Assembled workforce	0.5	1,328	(1,292)	36	1,328	(1,080)	248
Customer relationships	0.0	945	(945)	—	945	(918)	27
Intangible assets, net		$ 77,416	$ (15,087)	$ 62,329	$ 25,777	$ (10,106)	$ 15,671

During the year ended December 31, 2025, the Company recorded developed technology of $51.6 million and assembled workforce of $0.7 million in connection with the Scale Bio acquisition. The amortization of developed technology is recorded in cost of revenue. See Note 4, *Acquisitions,* for details related to intangibles acquired.

During the year ended December 31, 2025, the Company recorded an impairment loss of $0.7 million for the assembled workforce. During the year ended December 31, 2023, the Company recorded impairment charges of $4.6 million related to its developed technology and assembled workforce. No impairment losses were recognized for intangible assets during the year ended December 31, 2024.

The estimated annual amortization of intangible assets for the next five years is shown below (in thousands):

	Estimated Annual Amortization
2026	$ 9,644
2027	9,609
2028	9,609
2029	9,608
2030	9,569
Thereafter	14,290
Total	$ 62,329

Amortization expense to be reported in future periods could differ from these estimates as a result of acquisitions, divestitures and asset impairments, among other factors.

Accrued Compensation and Related Benefits

Accrued compensation and related benefits were comprised of the following (in thousands):

	December 31,	
	2025	2024
Accrued bonus	$ 29,506	$ 21,859
Accrued commissions	5,335	5,938
Accrued payroll and related costs	4,964	2,970
Other	2,695	2,848
Accrued compensation and related benefits	$ 42,500	$ 33,615

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities were comprised of the following (in thousands):

	December 31,	
	2025	2024
Taxes payable	$ 7,219	$ 4,936
Product warranties	6,828	8,615
Customer refunds and deposits payable	5,542	3,002
Accrued royalties for licensed technologies	4,971	7,042
Accrued professional services	2,914	5,315
Accrued legal and related costs	1,502	6,100
Accrued property and equipment	124	644
Other	10,871	5,511
Accrued expenses and other current liabilities	$ 39,971	$ 41,165

Product Warranties

Changes in the reserve for product warranties were as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Beginning of period	$ 8,615	$ 8,116
Amounts charged to cost of revenue	8,567	13,325
Repairs and replacements	(10,354)	(12,826)
End of period	$ 6,828	$ 8,615

Revenue and Deferred Revenue

As of December 31, 2025, the aggregate amount of remaining performance obligations primarily related to separately sold extended warranty service agreements, or allocated amounts for extended warranty service agreements bundled with sales of instruments, was $34.4 million, of which approximately $23.9 million is expected to be recognized to revenue in the next 12 months, with the remainder thereafter. The contract liabilities of $34.4 million and $33.2 million as of December 31, 2025 and 2024, respectively, primarily consisted of deferred revenue related to extended warranty service agreements.

	Year Ended December 31,	
	2025	2024
Beginning of period	$ 33,171	$ 21,964
Revenue recognized that was included in the contract liability at the beginning of the year	(20,130)	(11,407)
Revenue deferred excluding amounts recognized as revenue during the period	21,362	22,614
End of period	$ 34,403	$ 33,171

The following table represents revenue by source for the periods indicated (in thousands). Spatial products include the Company's Visium and Xenium products:

	Year Ended December 31,		
	2025	2024	2023
Instruments			
Single Cell	$ 22,671	$ 35,212	$ 47,866
Spatial	34,108	57,503	75,605
Total instruments revenue	56,779	92,715	123,471
Consumables			
Single Cell	363,206	372,308	420,316
Spatial	143,977	121,124	59,237
Total consumables revenue	507,183	493,432	479,553
Services	32,726	24,317	15,703
Products and services revenue	596,688	610,464	618,727
License and royalty revenue	46,135	321	—
Total revenue	$ 642,823	$ 610,785	$ 618,727

The following table presents revenue by geography based on the location of the customer for the periods indicated (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Americas			
United States [a]	$ 346,512	$ 334,318	$ 360,091
Americas (excluding United States)	12,261	13,447	13,101
Total Americas	358,773	347,765	373,192
Europe, Middle East and Africa	161,716	159,762	142,276
Asia-Pacific			
China	70,264	57,300	50,965
Asia-Pacific (excluding China)	52,070	45,958	52,294
Total Asia-Pacific	122,334	103,258	103,259
Total revenue	$ 642,823	$ 610,785	$ 618,727

[a] Includes license and royalty revenue.

License and Royalty Revenue

In February 2025, the Company settled its worldwide patent litigation with Vizgen, Inc. ("Vizgen"). As part of that settlement, Vizgen has limited rights to certain intellectual property owned or exclusively licensed by the Company. As one part of the settlement, the Company received an upfront payment of $26.0 million and receives royalties on Vizgen's sales of products covered by the license. The $26.0 million upfront payment was recorded as a $9.2 million gain on settlement and $16.8 million in license and royalty revenue. The amount attributed to the gain on settlement was determined by applying a royalty rate to Vizgen's historical revenues prior to the settlement.

In May 2025, the Company entered into a settlement agreement and license agreements with Bruker Corporation ("Bruker") resolving all outstanding litigation and other proceedings between the parties across all jurisdictions around the world. Under the agreements, the Company has the right to receive four quarterly installment payments beginning in the third quarter of 2025, which total $68.0 million, and applicable interest. The Company receives royalties on Bruker's sales of products and services covered by the license. The $68.0 million amount was recorded as a $40.7 million gain on settlement and $27.3 million in license and royalty revenue. The amount attributed to the gain on settlement was determined by applying a royalty rate to the historical revenues prior to the settlement. As of December 31, 2025, the Company had received two quarterly installment payments from Bruker, and the remaining balance was recognized under other receivables which is presented separately on the Company's consolidated balance sheets.

Other Income (Expense), Net

"Other income (expense), net" in the consolidated statements of operations primarily consists of gains or losses from foreign currency remeasurement and fair value adjustments of contingent consideration. The Company recognized a foreign currency transaction gain of $2.5 million for the year ended December 31, 2025, a foreign currency transaction loss of $2.1 million for the year ended December 31, 2024, and a foreign currency transaction gain of $1.2 million for the year ended December 31, 2023. The Company recognized a $1.4 million change in fair value of contingent consideration related to the Scale Bio acquisition for the year ended December 31, 2025.

6. Income Tax

Income (loss) before provision for income taxes were as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
United States	$ (44,598)	$ (187,720)	$ (263,292)
International	4,691	10,020	14,529
Total	$ (39,907)	$ (177,700)	$ (248,763)

The provision for income taxes consisted of the following (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Current provision:			
Federal	$ (7)	$ 396	$ 351
State	397	314	180
Foreign	3,557	3,508	6,252
Total current provision for income taxes	3,947	4,218	6,783
Deferred provision:			
Federal	—	—	—
State	—	—	—
Foreign	(310)	709	(447)
Total deferred provision for income taxes	(310)	709	(447)
Provision for income taxes	$ 3,637	$ 4,927	$ 6,336

A reconciliation of the federal statutory income tax provision to the effective income tax provision is as follows (in thousands):

	Year Ended December 31, 2025	
	Amount	Percent
U.S. federal statutory tax rate	$ (8,380)	21 %
State and local income taxes, net of federal income tax effect [a]	(2,363)	6 %
Foreign tax effects		
Singapore		
Nondeductible compensation	1,179	(3)%
Other	(248)	1 %
Other foreign jurisdictions	274	(1)%
Effect of cross-border tax laws	336	(1)%
Tax credits		
Research and development tax credits	(4,250)	11 %
Changes in valuation allowance	(5,038)	13 %
Nontaxable or nondeductible items		
Stock-based compensation	14,551	(37)%
Executive compensation (162(m))	1,208	(3)%
Other items	503	(1)%
Changes in unrecognized tax benefits	5,865	(15)%
Effective tax rate	$ 3,637	(9)%

[a] State taxes in California, Pennsylvania and Texas made up the majority (greater than 50 percent) of the tax effect in this category.

	Year Ended December 31,	
	2024	2023
Income tax provision at federal statutory rate	$ (37,317)	$ (52,240)
State taxes, net of federal benefit	(11,938)	(14,831)
Tax credits	(8,895)	(14,551)
Foreign taxes	2,148	3,888
Stock-based compensation	15,978	2,422
Change in valuation allowance	36,378	79,551
Acquisition related expenses	—	2,296
Waived deductions under Section 59A	8,190	—
Other	383	(199)
Total provision for income taxes	$ 4,927	$ 6,336

Deferred income taxes reflect the net tax effect of temporary differences between amounts recorded for financial reporting purposes and amounts used for tax purposes. The major components of deferred tax assets and liabilities are as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Deferred tax assets		
Net operating loss carryforwards	$ 202,704	$ 161,681
Research and development tax credits	111,143	103,555
Accruals and reserves	17,323	12,302
Operating lease liability	19,441	19,628
Intangibles	27,845	35,966
Stock-based compensation	24,383	26,772
Capitalized research and development	103,001	136,267
Total deferred tax assets	505,840	496,171
Valuation allowance	(490,154)	(479,452)
Net deferred tax assets	15,686	16,719
Deferred tax liabilities		
Property and equipment	(2,855)	(4,124)
Operating right-of-use assets	(13,436)	(13,510)
Total deferred tax liabilities	(16,291)	(17,634)
Net deferred tax liabilities	$ (605)	$ (915)

As of December 31, 2025 and 2024, the Company maintained a full valuation allowance on its U.S. net deferred tax assets. The U.S. deferred tax assets predominantly relate to operating losses, tax credits and capitalized research and development intangibles. The U.S. valuation allowance was estimated based on an assessment of both positive and negative evidence to determine whether it is more likely than not that deferred tax assets are recoverable. Such assessment is required on a jurisdiction-by-jurisdiction basis. The Company's history of cumulative losses, along with expected future U.S. losses, required that a full valuation allowance be recorded against all U.S. net deferred tax assets. The Company intends to maintain a full valuation allowance on U.S. net deferred tax assets until sufficient positive evidence exists to support a reversal of the valuation allowance. The valuation allowance increased by $10.7 million and by $36.4 million for the years ended December 31, 2025 and 2024, respectively.

As of December 31, 2025, the Company had federal net operating loss ("NOL") carryforwards of $808.1 million and federal tax credit carryforwards of $93.8 million. The federal NOL carryforwards generated after December 31, 2017 totaling $802.3 million are carried forward indefinitely, while all other federal NOL and tax credit carryforwards expire beginning in 2033 and 2036, respectively. As of December 31, 2025, the Company had state NOL carryforwards of $506.5 million, which begin to expire primarily in 2033. In addition, the Company had state tax credit carryforwards of $77.4 million, which do not expire.

Utilization of the net operating loss and tax credit carryforwards may be subject to an annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. Any annual limitation may result in the expiration of net operating losses and credits before utilization. If an ownership change occurred, utilization of the net operating loss and tax credit carryforwards could be significantly reduced.

Income taxes paid, net of refunds received, consisted of the following (in thousands):

	Year Ended December 31, 2025	
	Amount	Percent
State	$ 195	8 %
Foreign		
Singapore	947	40 %
Other foreign jurisdictions	1,249	52 %
Total income taxes paid, net of refunds received	$ 2,391	100 %

The total balance of unrecognized gross tax benefits, resulting primarily from research and development tax credits claimed on the Company's annual tax returns, were as follows (in thousands):

	2025	2024
Unrecognized tax benefits at beginning of year	$ 50,022	$ 45,713
Reductions related to settlements with tax authorities	—	(285)
Reductions based on prior year tax provisions	(739)	(1,617)
Additions related to acquisitions	2,287	—
Additions based on prior year tax provisions	436	467
Additions based on current year tax provisions	3,484	5,744
Unrecognized tax benefits at end of year	$ 55,490	$ 50,022

The total amount of unrecognized gross tax benefits was $55.5 million and $50.0 million as of December 31, 2025 and 2024, respectively, of which $3.3 million and $2.9 million, if recognized, would affect our effective tax rate, respectively.

The Company is subject to the examination of its income tax returns by the U.S. Internal Revenue Service and other domestic and foreign tax authorities. The United States, California, Singapore, and Sweden are considered as major jurisdictions. The Company has not been audited in such jurisdictions. Tax examinations are expected to focus primarily on research and development tax credits and intercompany transfer pricing practices. Due to NOLs and tax credit carryforwards, as of December 31, 2025, federal and California income tax returns for the years ended 2012 through the current period are open to examination. Significant foreign income tax returns for the years 2019 through the current period are open to examination. Due to the number of years remaining that are subject to examination, the Company is unable to estimate the full range of possible adjustments to the balance of gross unrecognized tax benefits.

The Company includes interest and penalties related to income tax matters within the provision for income taxes. The total amount of gross interest and penalties accrued was $2.1 million and $1.6 million for the years ended December 31, 2025 and 2024, respectively. The Company recognized interest and penalty expenses of $0.6 million, $0.7 million and $0.5 million for the years ended December 31, 2025, 2024 and 2023, respectively.

The Company maintained undistributed earnings overseas as of December 31, 2025, and the Company believed the funds held by all non-U.S. subsidiaries will be permanently reinvested outside of the U.S. However, if these funds were repatriated to the U.S. or used for U.S. operations, the Company may be subject to withholding taxes in the foreign countries. As a result of tax reform, the Company's unrepatriated earnings are no longer subject to federal income tax in the U.S. when distributed.

7. Commitments and Contingencies

Indemnification

From time to time, the Company has entered into indemnification provisions under certain agreements in the ordinary course of business, typically with business partners, customers and suppliers. Pursuant to these agreements, the Company may indemnify, hold harmless and agree to reimburse the indemnified parties on a case-by-case basis for losses suffered or incurred by the indemnified parties in connection with any patent or other intellectual property infringement claim by any third party with respect to the Company's products. The Company maintains product liability insurance coverage that would generally enable it to recover a portion of the amounts paid. The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer (see "—Litigation" below). The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

Non-cancelable Purchase Commitments

The Company's contract manufacturers make advance purchases of components based on the instrument unit forecasts and purchase orders placed by the Company. To the extent these components are purchased by a contract manufacturer on the Company's behalf and cannot be used by their other customers, the Company is obligated to purchase these components. In addition, certain supplier agreements require the Company to make minimum annual purchases under the agreements. As of December 31, 2025, the Company had commitments to make a total of $12.2 million in purchases over the next two years.

As of December 31, 2025, the Company had entered into non-cancelable arrangements for subscription software services to make payments aggregating to $18.6 million over the next four years.

Intellectual Property Licensing

The minimum commitments related to the Company's license arrangements aggregate to $24.9 million as of December 31, 2025 to be paid over the next 16 years.

Lease Agreements

The Company leases office, laboratory, manufacturing, distribution and server space with lease terms up to 10 years. These leases require monthly lease payments that may be subject to annual increases throughout the lease term. Certain of these leases also include renewal options at the election of the Company to renew or extend the lease. The Company evaluates renewal options at lease inception and on an ongoing basis and includes renewal options that it is reasonably certain to exercise in its expected lease terms when classifying leases and measuring lease liabilities.

In August 2025, the Company recorded $1.8 million in right of use asset and lease liabilities in connection with Scale Bio acquisition. See Note 3, *Asset Acquisition*, for details related to right of use assets and lease liabilities acquired. As of December 31, 2025, the Company recognized an impairment loss of approximately $1.3 million related to the ROU assets associated with the Scale Bio leased facility as a result of the decision to vacate the facility to optimize asset utilization and improve operational efficiency following the integration of existing operations.

For the years ended December 31, 2025, 2024 and 2023, the Company incurred $12.5 million, $12.6 million and $13.6 million, respectively, of operating lease costs and $1.0 million, $0.5 million and $0.2 million, respectively, of variable lease costs. The variable lease cost is comprised primarily of the Company's proportionate share of operating expenses, property taxes and insurance and is classified as lease cost due to the Company's election to not separate lease and non-lease components. The sublease income for the years ended December 31, 2025, 2024 and 2023, were $0.6 million, $1.2 million and $0.5 million, respectively.

Cash paid for amounts included in the measurement of operating lease liabilities for the years ended December 31, 2025, 2024 and 2023 were $16.2 million, $17.8 million and $15.2 million, respectively, and were included in net cash used in operating activities in the Company's consolidated statements of cash flows.

The payments due under of the Company's operating lease liabilities as of December 31, 2025 are as follows (in thousands):

	Operating Leases
2026	$ 15,630
2027	16,805
2028	16,394
2029	14,800
2030	9,853
Thereafter	29,537
Total lease payments	$ 103,019
Less: imputed interest	(18,658)
Present value of operating lease liabilities	$ 84,361
Operating lease liabilities, current	$ 10,985
Operating lease liabilities, noncurrent	73,376
Total operating lease liabilities	$ 84,361

The following table summarizes additional information related to the Company's operating leases:

	December 31, 2025	December 31, 2024
Weighted-average remaining lease term:		
Operating leases	6.7 years	6.8 years
Weighted-average discount rate:		
Operating leases	5.9 %	5.8 %

Litigation

The Company is regularly subject to lawsuits, claims, arbitration proceedings, administrative actions and other legal and regulatory proceedings involving intellectual property disputes, commercial disputes, competition and other matters, and the Company may become subject to additional types of lawsuits, claims, arbitration proceedings, administrative actions, government investigations and legal and regulatory proceedings in the future. As of December 31, 2025, the Company has concluded that a loss is not probable and a contingent liability has not been recorded.

Parse

In August 2022, the Company filed suit against Parse Biosciences, Inc. ("Parse") in the U.S. District Court for the District of Delaware alleging that Parse's Evercode Whole Transcriptomics products and ATAC-seq products infringe U.S. Patent Nos. 10,155,981 (the "981 patent"), 10,697,013 (the "013 patent"), 10,240,197 (the "197 patent"), 10,150,995 (the "995 patent"), 10,619,207 (the "207 patent") and 10,738,357 (the "357 patent"). In February 2025, the Court entered a consent judgment and permanent injunction against Parse with respect to the 995, 207 and 357 patents relating to ATAC-seq. Parse filed petitions for Inter Partes Review ("IPR") of the 981, 197 and 013 patents which were found unpatentable by the Patent Trial and Appeals Board in February 2025. The Company strongly disagrees with those decisions and has appealed. The Court has stayed the litigation pending the outcome of the appeals.

In August 2025, the Company acquired Scale Bio. Scale Bio and Parse are parties in a litigation in the U.S. District Court for the District of Delaware in which Scale Bio is asserting that Parse's Evercode products infringe U.S. Patent Nos. 10,626,442, 10,982,256, 11,512,341 and 11,634,752 (the "752 patent") and Parse is asserting the Scale Bio's single cell sequencing products infringe U.S. Patent Nos. 10,900,065, 11,168,355 and 11,427,856 (the "Asserted Parse Patents"). On February 13, 2025 the parties filed a stipulation agreeing that Scale Bio's High Throughput Assay and methods of using such assays do not infringe the Asserted Parse Patents, and dismissing such claims. In October 2025, the Court entered summary judgment that the 752 patent is invalid. The Company disagrees with this decision and plans to appeal. In November 2025, the Court entered summary judgment that the accused Scale Bio products do not infringe the Asserted Parse Patents. Additional summary judgment motions are pending and a trial date has not been set.

Curio

In December 2023, the Company filed suit against Curio Bioscience, Inc. ("Curio") in the U.S. District Court for the District of Delaware alleging that the Curio Seeker Spatial Mapping Kit and associated products and services infringe U.S. Patent Nos. 10,480,022, 10,662,468, 11,001,879, 11,549,138 and 11,761,030. Trial is scheduled for May 2026.

In December 2023, the Company filed a request for a preliminary injunction in the Dusseldorf Local Division of the UPC alleging that the Curio Seeker Spatial Mapping Kit and associated products and services infringe EP Patent No. 2697391 (the "EP 391 patent"). In April 2024, the UPC granted the Company's request and issued a preliminary injunction requiring Curio to stop offering, marketing, using or possessing these Curio Seeker products and services in Germany, France and Sweden. Curio did not appeal the preliminary injunction. On March 25, 2024, the Company filed a main request in the Dusseldorf Local Division of the UPC alleging that the Curio Seeker Spatial Mapping Kit and associated products and services infringe the EP 391 patent. In June 2025, the UPC found that Curio infringes one of the patent's claims and issued a permanent injunction ordering Curio to cease and desist from selling the Seeker products in Germany, France and Sweden.

Illumina

In October 2025, the Company filed two lawsuits against Illumina, Inc. ("Illumina") in the United States District Court for the District of Delaware. In the first suit, the Company alleges Illumina's announced spatial technology program infringe U.S. Patent Nos. 11,008,607, 11.549,138, 12,234,505 and 12,297,487. In the second suit, the Company alleges Illumina's single cell kits and workflow infringe U.S. Patent Nos. 11,692,214, 11,932,902, 12,275,993, 12,305,239 and 12,416,192. Illumina filed its answers in December 2025 and an amended answer in the single cell suit in February 2026. No case schedule has been set.

8. Capital Stock

The Company's Amended and Restated Certificate of Incorporation authorizes it to issue 1,200,000,000 shares of capital stock consisting of 1,000,000,000 shares of Class A common stock, 100,000,000 shares of Class B common stock, and 100,000,000 shares of preferred stock.

Common Stock

The following table represents the number of shares of Class B common stock converted to shares of Class A common stock upon the election of the holders of such shares during the years:

	Year Ended December 31,		
	2025	2024	2023
Class B common stock converted to Class A common stock	3,977,961	—	4,610,422

The Company's Class A common stock and Class B common stock have a par value of $0.00001 per share. Each share of Class B common stock has the right to ten votes and each share of Class A common stock has the right to one vote per share. All other rights and privileges of Class A and Class B common stock are equivalent. Class B common shares are convertible to Class A common shares at any time upon written notification and all Class B common shares will convert upon the date specified by vote or written consent of the holders of a majority of the then outstanding Class B common stock, voting together as a single class. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors, subject to the prior rights of holders of all classes of stock outstanding having priority rights as to dividends.

9. Equity Incentive Plans

Amended and Restated 2012 Stock Plan

Following the adoption of the 2019 Omnibus Incentive Plan in September 2019, any awards outstanding under the Amended and Restated 2012 Stock Plan ("2012 Plan") continue to be governed by their existing terms but no further awards may be granted under the 2012 Plan. As of December 31, 2025, the number of shares of Class A common stock issuable under the 2012 Plan, which includes shares issuable upon the exercise of outstanding awards, was 1,295,245.

2019 Omnibus Incentive Plan

The 2019 Omnibus Incentive Plan ("2019 Plan") allows for the issuance of incentive stock options, non-statutory stock options ("NSOs") or restricted shares. Incentive stock options may be granted only to the Company's employees (including officers and directors who are also considered employees). NSOs and restricted shares may be granted to the Company's employees and service providers. As of December 31, 2025, the number of shares of Class A common stock available for issuance under the 2019 Plan was 10,092,793 shares issuable in connection with outstanding awards and 21,857,245 shares reserved for issuance in connection with grants of future awards.

The number of shares of Class A common stock reserved for issuance under the 2019 Plan at the time the 2019 Plan was adopted in 2019 was 11,000,000. The 2019 Plan provides that the total number of shares of the Company's Class A common stock that may be issued under the 2019 Plan, including options authorized and options outstanding, is 11,000,000 (such share limit as increased from time to time, the "Absolute Share Limit"). However, the Absolute Share Limit shall be increased on the first day of each calendar year commencing on January 1, 2021 and ending on January 1, 2029 in an amount equal to the lesser of (i) 5% of the total number of shares of common stock outstanding on the last day of the immediately preceding fiscal year and (ii) such number of shares of the Company's Class A common stock as determined by the Company's board of directors. However, if on January 1 of a calendar year, the Company's board of directors has not either confirmed the 5% increase described in clause (i) or approved a lesser number of shares of the Company's Class A common stock for such calendar year, then the Company's board of directors will be deemed to have waived the automatic increase, and no such increase will occur for such calendar year. Of the Absolute Share Limit, no more than 11,000,000 shares of Class A common stock may be issued in the aggregate pursuant to the exercise of incentive stock options granted under the 2019 Plan.

Options issued under the 2019 Plan have a contractual term of 10 years. The exercise price of an incentive stock option and NSO shall not be less than 100% of the fair market value of the shares on the date of grant.

Stock Options

A summary of the Company's stock option activity under the 2012 and 2019 Plans is as follows:

	Outstanding Options	Weighted-Average Exercise Price	Weighted-Average Remaining Term (Years)	Aggregate Intrinsic Value
Balance as of December 31, 2024	4,594,582	$ 45.37	5.4	$ 13,834,082
Exercised	(478,085)	2.83		
Forfeited	(555,200)	61.62		
Balance as of December 31, 2025	3,561,297	$ 48.55	4.6	$ 10,337,526
Vested and exercisable as of December 31, 2025	3,253,508	$ 49.02	4.4	$ 10,337,526

The Company did not grant stock options during the years ended December 31, 2025 and 2024. The weighted-average grant date fair value of options granted during the year ended December 31, 2023 was $33.67 per share. The total intrinsic value of stock options exercised was $4.4 million, $12.3 million and $78.0 million during the years ended December 31, 2025, 2024, and 2023, respectively. As of December 31, 2025, the total unrecognized stock-based compensation related to stock options was $4.9 million, which will be recognized over a weighted-average period of approximately one year.

The fair value of each employee option granted in 2023 was estimated on the date of grant using the Black-Scholes option pricing model and the following assumptions for the periods indicated:

	Year Ended December 31, 2023
Expected volatility	70% – 71%
Risk-free interest rate	3.7% – 4.6%
Expected term	5.3 – 6.1 years
Expected dividend	—%

Restricted Stock Units

Restricted stock units ("RSUs") activity for the year ended December 31, 2025 is as follows:

	Restricted Stock Units	Weighted-Average Grant Date Fair Value (per share)
Balance as of December 31, 2024	6,493,387	$ 35.55
Granted	6,184,585	10.65
Vested	(3,117,074)	30.68
Forfeited	(1,734,157)	27.12
Outstanding as of December 31, 2025	7,826,741	$ 19.68

As of December 31, 2025, the total unrecognized stock-based compensation related to RSUs was $118.0 million, which will be recognized over a weighted-average period of approximately two years.

Performance Stock Awards

In March 2025, the Company granted 561,603 PSUs ("2025 PSUs") under the 2019 Plan to certain members of management which are subject to the achievement of certain performance conditions established by the Company's Compensation Committee of the Board of Directors as described below:

i. 50% of target 2025 PSUs earned will be based on the Company's compound annual growth rate ("CAGR") of the Company's revenue over a two-year performance period from January 1, 2025 to December 31, 2026. Holders may earn from 0% to 200% of the target amount of shares and earned 2025 PSUs will then be subject to service-based vesting; and

ii. 50% of target 2025 PSUs earned will be based on the relative Total Shareholder Return ("TSR") of the Company's Class A common stock as compared to the TSR of the members of the Russell 3000 Medical Equipment and Services Sector Index over a three-year performance period from January 1, 2025 to December 31, 2027. Depending on the results relative to the TSR market condition, the holders may earn from 0% to 200% of the target amount of shares which will vest at the end of the performance period.

The 2025 PSUs will be forfeited if the performance or market conditions are not achieved at the end of the relative performance periods as described above. The vesting of the 2025 PSUs can also be triggered upon certain change in control events or in the event of death or disability.

The weighted-average grant date fair values of the 2025 PSUs relating to CAGR and TSR components were $10.76 and $13.94 per share, respectively. Stock-based compensation expense recognized for the 2025 PSUs relating to TSR components was $1.0 million for the year ended December 31, 2025. The vesting of the CAGR components of the 2025 PSUs was deemed not probable of vesting as of December 31, 2025, which resulted in no stock-based compensation expense recognized for the year ended December 31, 2025.

The Company estimated the fair values of the shares granted under the TSR component of the 2025 PSUs using a Monte Carlo simulation model with the following assumptions:

	Year Ended December 31, 2025
Expected volatility	67%
Risk-free interest rate	4.0%
Expected dividend yield	—%

In March 2024, the Company granted 219,168 PSUs ("2024 PSUs") under the 2019 Plan to certain members of management which are subject to the achievement of certain performance conditions established by the Company's Compensation Committee of the Board of Directors as described below:

i. 50% of target 2024 PSUs earned were based on the Company's CAGR of the Company's revenue over a two-year performance period from January 1, 2024 to December 31, 2025. Holders could have earned from 0% to 175% of the target amount of shares and earned 2024 PSUs would have then been subject to service-based vesting; and

ii. 50% of target 2024 PSUs earned will be based on the relative TSR of the Company's common stock as compared to the TSR of the members of the Russell 3000 Medical Equipment and Services Sector Index over a three-year performance period from January 1, 2024 to December 31, 2026. Depending on the results relative to the TSR market condition, the holders may earn from 0% to 200% of the target amount of shares which will vest at the end of the performance period.

The 2024 PSUs were or will be forfeited if the performance or market conditions were or are not achieved at the end of the relative performance periods as described above. The Company did not achieve the revenue CAGR performance condition over the two-year performance period; accordingly, the PSUs subject to this performance condition were forfeited as of December 31, 2025. The vesting of the 2024 PSUs subject to the relative TSR condition can also be triggered upon certain change in control events or in the event of death or disability.

The weighted-average grant date fair values of the 2024 PSUs relating to CAGR and TSR components were $37.43 and $44.80 per share respectively. Stock-based compensation expense recognized for the 2024 PSUs relating to TSR components was $1.3 million for each of the years ended December 31, 2025 and 2024. The vesting of the CAGR component for the 2024 PSUs was deemed not probable of vesting as of December 31, 2025 and December 31, 2024, which resulted in no stock-based compensation expense recognized for the years ended December 31, 2025 and 2024.

The Company estimated the fair values of the shares granted under the TSR component of the 2024 PSUs using a Monte Carlo simulation model with the following assumptions:

	Year Ended December 31, 2024
Expected volatility	66%
Risk-free interest rate	4.5%
Expected dividend yield	—%

In March 2023, the Company granted 172,842 PSAs ("2023 PSAs") under the 2019 Plan to certain members of management, which are subject to the achievement of certain escalating stock price thresholds established by the Company's Compensation Committee of the Board of Directors.

The 2023 PSAs each vest in equal installments upon the achievement of escalating stock price thresholds of $72.14, $96.19 and $120.24, respectively, calculated based on the volume-weighted average price per share of the Company's Class A common stock over the immediately trailing 20 trading day period for each respective threshold. The escalating stock price thresholds can be met any time prior to the fifth anniversary of the date of grant. The vesting of the 2023 PSAs can also be triggered upon certain change in control events and achievement of certain change in control price thresholds, or in the event of death or disability. The weighted-average grant date fair value of the 2023 PSAs was $43.13. Stock-based compensation expense recognized for the 2023 PSAs was $1.7 million and $5.1 million for the years ended December 31, 2024 and 2023, respectively.

The Company estimated the fair values of shares granted under the 2023 PSAs using a Monte Carlo simulation model with the following assumptions:

	Year Ended December 31, 2023
Expected volatility	71%
Risk-free interest rate	3.7%
Expected dividend	—%

In September 2022, the Company granted 709,025 PSAs ("2022 PSAs") including RSUs and a performance stock option under the 2019 Plan to certain members of management, which are subject to the achievement of certain stock price thresholds established by the Company's Compensation Committee of the Board of Directors.

Stock-based compensation expense recognized for the 2022 PSAs was $2.4 million and $10.0 million for the years ended December 31, 2024 and 2023, respectively.

2019 Employee Stock Purchase Plan

In July 2019, the Company's board of directors adopted the 10x Genomics, Inc. 2019 Employee Stock Purchase Plan (the "ESPP"), which was subsequently approved by the Company's stockholders. The ESPP went into effect on September 11, 2019. Subject to any limitations contained therein, the ESPP allows eligible employees to contribute, through payroll deductions, up to 15% of their eligible compensation to purchase the Company's Class A common stock at a discounted price per share. The ESPP generally provides for consecutive 6-month offering periods.

During the years ended December 31, 2025, 2024 and 2023, 708,628, 385,967, and 217,537 shares of Class A common stock, respectively, were issued under the ESPP. The ESPP provides that the maximum number of shares of the Company's Class A common stock made available for sale thereunder will be 4,909,589, which number will be automatically increased on the first day of each calendar year commencing on January 1, 2021 and ending on January 1, 2029 in an amount equal to the lesser of (i) 1% of the total number of shares of common stock outstanding on the last day of the immediately preceding fiscal year and (ii) such number of shares of the Company's Class A common stock as determined by the Company's board of directors. However, if on January 1 of a calendar year the Company's board of directors has not either confirmed the 1% described in clause (i) or approved a lesser number of shares of the Company's Class A common stock for such calendar year, the Company's board of directors will be deemed to have waived the automatic increase and no such increase will occur for such calendar year. The maximum number of shares available under the ESPP (and any share limitations thereunder, as applicable) will automatically be adjusted upon certain changes to the Company's capital structure. As of December 31, 2025, there were 3,223,673 shares available for issuance under the ESPP.

For the years ended December 31, 2025, 2024, and 2023 the weighted average grant date fair values of options granted under the ESPP, using the Black-Scholes option pricing model, were $4.07, $6.42, and $16.91 respectively.

The following assumptions were used in estimating the fair values of shares under the ESPP:

	Year Ended December 31,		
	2025	2024	2023
Expected volatility	67% – 75%	49% – 80%	49% – 58%
Risk-free interest rate	3.80% – 4.30%	4.44% – 5.4%	5.24% – 5.41%
Expected term (in years)	0.5	0.5	0.5
Expected dividend	—%	—%	—%

As of December 31, 2025, the total unrecognized stock-based compensation related to the ESPP was $1.0 million, which will be recognized over a weighted-average period of approximately 0.4 years.

Stock-based Compensation

The Company recorded stock-based compensation expense in the consolidated statement of operations for the periods presented as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Cost of revenue	$ 8,497	$ 8,348	$ 7,068
Research and development	49,568	66,315	72,804
Selling, general and administrative	50,739	66,086	87,078
Total stock-based compensation expense	$ 108,804	$ 140,749	$ 166,950

10. Employee Benefit Plans

The Company has made available to all full-time United States employees a 401(k) retirement savings plan. Under this plan, employee and employer contributions and accumulated plan earnings qualify for favorable tax treatment under Section 401(k) of the Internal Revenue Code. The Company matches 100% of the first 3% of the employee's eligible compensation, up to a maximum of two thousand dollars annually per employee. The Company contributed $1.9 million, $1.9 million, and $1.8 million for the years ended December 31, 2025, 2024, and 2023 respectively.

11. Net Loss Per Share

The following outstanding shares of common stock equivalents were excluded from the computation of diluted net loss per share for the periods presented because including them would have had an anti-dilutive effect:

	Year Ended December 31,		
	2025	2024	2023
Restricted stock units	7,826,741	6,493,387	5,334,134
Stock options to purchase common stock	3,561,297	4,594,582	5,946,786
Shares committed under ESPP	59,520	124,652	48,302
Total	11,447,558	11,212,621	11,329,222

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of the end of the period covered by this report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2025.

Management's Annual Report on Internal Control over Financial Reporting

Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles, and includes those policies and procedures that:

(1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company.

Management has used the 2013 framework set forth in the report titled "Internal Control-Integrated Framework" published by the Committee of Sponsoring Organizations of the Treadway Commission to evaluate the effectiveness of the Company's internal control over financial reporting. Management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2025 at the reasonable assurance level. Our independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2025, which is included below.

Changes in Internal Control over Financial Reporting

There was not any change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) under the Exchange Act) during the three months ended December 31, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of 10x Genomics, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited 10x Genomics, Inc.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, 10x Genomics, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 12, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Jose, California
February 12, 2026

Item 9B. Other Information.

Rule 10b5-1 Trading Plans

None of our directors or officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement during the quarter ended December 31, 2025, as such terms are defined under Item 408(a) of Regulation S-K, except as follows:

On November 26, 2025, Sarah Teichmann, a member of our Board of Directors, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 7,579 shares of the Company's common stock, subject to certain conditions. The expiration date of the trading arrangement is February 25, 2027.

On November 29, 2025, Serge Saxonov, Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 100,000 shares of the Company's common stock plus up to the number of net shares Dr. Saxonov receives upon vesting in 114,237 restricted stock units scheduled to vest during the term of the arrangement, subject to certain conditions. The expiration date of the trading arrangement is February 26, 2027.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions. A current copy of the code is posted on the Governance section of our investor relations website, which is located at www.investors.10xgenomics.com. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions, or any officer or director, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K.

We have an insider trading policy (the "Trading Policy"), governing the purchase, sale and other dispositions of our securities that applies to all of our personnel, including directors, officers, employees and other covered persons. We believe that our Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations and listing standards applicable to us. A copy of our Trading Policy is filed as Exhibit 19.1 to this Form 10-K.

The remaining information required under this item is incorporated herein by reference to our definitive proxy statement (the "Proxy Statement") pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, which Proxy Statement is expected to be filed with Securities and Exchange Commission not later than 120 days after the close of our fiscal year ended December 31, 2025.

Item 11. Executive Compensation.

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report:

(1) Financial Statements

The financial statements filed as part of this Annual Report are included in Part II, Item 8 of this Annual Report.

(2) Financial Statement Schedules

Financial statement schedules have been omitted in this Annual Report because they are not applicable, not required under the instructions or the information requested is set forth in the financial statements or related notes thereto.

(3) List of Exhibits required by Item 601 of Regulation S-K

		Incorporated by Reference				
Exhibit Number	Exhibit Title	Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-39035	3.1	9/16/2019	
3.2	Amended and Restated Bylaws of the Registrant.	8-K	001-39035	3.2	11/3/2022	
4.1	Form of Stock Certificate for Class A common stock of the Registrant.	S-1	333-233361	4.2	8/19/2019	
4.2	Description of the Registrant's Securities.	10-K	001-39035	4.2	2/18/2022	
10.1	Agreement for Purchase and Sale, dated August 10, 2020, between the Registrant and Equity One (West Coast Portfolio) LLC.	10-Q	001-39035	10.7	8/12/2020	
10.2	Amendment to Agreement for Purchase and Sale, dated October 15, 2020, between Registrant and Equity One (West Coast Portfolio) LLC.	10-Q	001-39035	10.3	11/12/2020	
10.3	ReadCoor Merger Agreement.	10-K	333-39035	10.6	2/26/2021	
10.4+	Amended and Restated 2012 Stock Plan and forms of award agreements thereunder.	S-1/A	333-233361	10.10	9/3/2019	
10.5+	2019 Omnibus Incentive Plan and forms of award agreements thereunder.	S-1/A	333-233361	10.11	9/3/2019	
10.5.1+	Form of 2019 Omnibus Incentive Plan Stock Option Award Notice and Agreement.	10-Q	001-39035	10.1.1	10/29/2024	
10.5.2+	Form of 2019 Omnibus Incentive Plan Restricted Stock Unit Award Notice and Agreement.	10-Q	001-39035	10.1.2	10/29/2024	
10.6+	2019 Employee Stock Purchase Plan and forms of agreements.	10-Q	001-39035	10.4	11/12/2019	
10.6.1+	Form of 2019 Employee Stock Purchase Plan Subscription Agreement.	10-Q	001-39035	10.2.1	10/29/2024	
10.6.2+	Form of 2019 Employee Stock Purchase Plan Notice of Contribution Percentage Change or Withdrawal.	10-K	333-39035	10.6.2	2/16/2023	
10.7+	Amended and Restated Non-Employee Director Compensation Policy.	10-Q	001-39035	10.1	8/8/2024	

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.8+	Form of At-Will Employment, Confidential Information and Invention Assignment Agreement	10-K	001-39035	10.8	2/13/2025	
10.9+	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1/A	333-233361	10.17	9/3/2019	
10.10+	Employment Offer Letter by and between the Registrant and Eric S. Whitaker.	S-1	333-233361	10.14	8/19/2019	
10.11+	Employment Offer Letter by and between the Registrant and Adam Taich dated August 7, 2024	10-Q	001-39035	10.3	10/29/2024	
10.12	Lease Agreement dated August 2, 2018, between the Registrant and 6200 Stoneridge Mall Road investors LLC.	S-1	333-233361	10.3	8/19/2019	
10.12.1	First Amendment to Lease Agreement, dated May 20, 2019, between the Registrant and 6200 Stoneridge Mall Road Investors LLC.	S-1	333-233361	10.4	8/19/2019	
10.12.2	Second Amendment to Lease Agreement, dated July 24, 2020, between the Registrant and 6200 Stoneridge Mall Road Investors LLC.	10-Q	001-39035	10.6	8/12/2020	
10.12.3	Third Amendment to Lease Agreement, dated June 10, 2021, between the Registrant and 6200 Stoneridge Mall Road Investors LLC.	8-K	001-39035	10.1	6/15/2021	
10.13	Lease Agreement, dated November 6, 2020, between the Registrant and 6200 Stoneridge Mall Road Investors LLC.	10-Q	001-39035	10.4	11/12/2020	
10.14#	License Agreement, dated September 26, 2013, between the Registrant and the President and Fellows of Harvard College.	S-1	333-233361	10.5	8/19/2019	
10.14.1#	Amendment No. 1 to License Agreement, dated October 25, 2018, between the Registrant and President and Fellows of Harvard College.	S-1	333-233361	10.6	8/19/2019	
10.15#	Exclusive (Equity) Agreement dated October 15, 2015, between Epinomics, Inc, and The Board of Trustees of the Leland Stanford Junior University.	S-1	333-233361	10.7	8/19/2019	
10.15.1	Amendment No. 1 to the License Agreement, dated February 1, 2017, between Epinomics and The Board of Trustees of the Leland Stanford Junior University.	S-1	333-233361	10.8	8/19/2019	
10.15.2#	Amendment No. 2 to the License Agreement, dated July 27, 2018, between the Registrant and The Board of Trustees of the Leland Stanford Junior University.	S-1	333-233361	10.9	8/19/2019	
10.16	Settlement and Patent Cross License Agreement, dated July 26, 2021, by and between the Registrant and Bio-Rad Laboratories, Inc.	8-K	001-39035	10.1	7/27/2021	
10.17+	Form of Mutual Arbitration Agreement	10-Q	001-39035	10.1	8/8/2025	

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
19.1	Amended and Restated Insider Trading Policy.	10-K	001-39035	19.1	2/15/2024	
23.1	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included in the signature page to this Annual Report).					X
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial and Accounting Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
97.1	Policy for Recovery of Erroneously Awarded Compensation.	10-K	001-39035	97.1	2/15/2024	
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	XBRL Taxonomy Extension Schema Document.					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File - the Cover Page Interactive Data File does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X

+ Management contract or compensatory plan or arrangement.

Portions of this exhibit have been omitted pursuant to Item 601 of Regulation S-K promulgated under the Securities Act because the information (i) is not material and (ii) would be competitively harmful if publicly disclosed.

* This certification is deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 16. Form 10-K Summary.

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

10x Genomics, Inc.

Date: February 12, 2026

By: /s/ Serge Saxonov

Serge Saxonov
Chief Executive Officer and Director
(Principal Executive Officer)

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Serge Saxonov and Adam S. Taich, and each of them, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Serge Saxonov Serge Saxonov	Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2026
/s/ Benjamin J. Hindson Benjamin J. Hindson	President and Director	February 12, 2026
/s/ Adam S. Taich Adam S. Taich	Chief Financial Officer (Principal Accounting and Financial Officer)	February 12, 2026
/s/ John R. Stuelpnagel John R. Stuelpnagel	Chairman of the Board of Directors	February 12, 2026
/s/ Sridhar Kosaraju Sridhar Kosaraju	Director	February 12, 2026
/s/ Alan Mateo Alan Mateo	Director	February 12, 2026
/s/ Kim Popovits Kim Popovits	Director	February 12, 2026
/s/ Shehnaaz Suliman Shehnaaz Suliman	Director	February 12, 2026
/s/ Sarah Teichmann Sarah Teichmann	Director	February 12, 2025

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-233720, 333-253667, 333-262863, 333-269837, and 333-277120 and 333-284894) pertaining to the 10x Genomics, Inc. 2019 Omnibus Incentive Plan and the 10x Genomics, Inc. 2019 Employee Stock Purchase Plan of our reports dated February 12, 2026, with respect to the consolidated financial statements of 10x Genomics, Inc. and the effectiveness of internal control over financial reporting of 10x Genomics, Inc. included in this Annual Report (Form 10-K) for the year ended December 31, 2025.

/s/ Ernst & Young LLP

San Jose, California
February 12, 2026

Exhibit 31.1

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Serge Saxonov, certify that:

1. I have reviewed this Annual Report on Form 10-K of 10x Genomics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 12, 2026

By: /s/ Serge Saxonov

Serge Saxonov
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Adam S. Taich, certify that:

1. I have reviewed this Annual Report on Form 10-K of 10x Genomics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 12, 2026

By: /s/ Adam S. Taich

Adam S. Taich
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Serge Saxonov, the Chief Executive Officer of 10x Genomics, Inc. (the "Company"), hereby certify, that, to my knowledge:

1. The Annual Report on Form 10-K for the period ended December 31, 2025 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 12, 2026

By: /s/ Serge Saxonov

Serge Saxonov
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Adam S. Taich, the Chief Financial Officer of 10x Genomics, Inc. (the "Company"), hereby certify, that, to my knowledge:

1. The Annual Report on Form 10-K for the period ended December 31, 2025 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 12, 2026

By: /s/ Adam S. Taich
Adam S. Taich
Chief Financial Officer
(Principal Financial and Accounting Officer)