

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024

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: 001-40097

GINKGO BIOWORKS HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

27 Drydock Avenue

8th Floor

Boston, MA

(Address of principal executive offices)

87-2652913

(I.R.S. Employer
Identification No.)

02210

(Zip Code)

Registrant’s telephone number, including area code: (877) 422-5362

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	DNA	NYSE

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, 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 5, 2024, the registrant had 45,199,331 shares of Class A common stock, 9,279,574 shares of Class B common stock and 3,000,000 shares of non-voting Class C common stock outstanding.

Cautionary Note Regarding Forward Looking Statements

This report includes forward-looking statements regarding, among other things, the plans, strategies and prospects, both business and financial, of Ginkgo Bioworks Holdings, Inc. (“Ginkgo”). These statements are based on the beliefs and assumptions of the management of Ginkgo. Although Ginkgo believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, Ginkgo cannot assure you that it will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words “believes”, “estimates”, “expects”, “projects”, “forecasts”, “may”, “will”, “should”, “seeks”, “plans”, “scheduled”, “anticipates” or “intends” or similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- Ginkgo’s ability to raise financing in the future and to comply with restrictive covenants related to long-term indebtedness;
- Ginkgo’s ongoing remediation efforts with respect to its identified material weakness in internal control over financial reporting;
- factors relating to the business, operations and financial performance of Ginkgo, including:
 - the performance and output of Ginkgo’s cell engineering and biosecurity platforms;
 - Ginkgo’s ability to effectively manage its growth, including its anticipated approach to inorganic growth and related impacts on Ginkgo’s financial performance;
 - Ginkgo’s ability to realize and sustain near-term and long-term cost savings associated with its workforce reduction and site consolidation plans, including Ginkgo’s ability to terminate leases or find sub-lease tenants for unused facilities, and to do so within the expected timeframe;
 - Ginkgo’s exposure to the volatility and liquidity risks inherent in holding equity interests in certain of its customers;
 - rapidly changing technology, including in relation to artificial intelligence (“AI”), and extensive competition in the synthetic biology industry that could make the products and processes Ginkgo is developing obsolete or non-competitive unless it continues to collaborate on the development of new and improved products and processes and pursue new market opportunities;
 - Ginkgo’s expected decrease in operational overhead costs in 2024;
 - Ginkgo’s ability to attract new customers and generate additional demand for its services, Ginkgo’s reliance on its customers to develop, produce and manufacture products using the engineered cells and/or biomanufacturing processes that Ginkgo develops and Ginkgo’s ability to accurately predict customer demand, including with respect to the data we access and hold;
 - the anticipated growth of Ginkgo’s biomonitoring and bioinformatic support services, its expanding epidemiology capabilities and potential impact on the ability to predict pathogen emergence and evolution, its international expansion and the relative value of the services on Ginkgo’s future Biosecurity revenue;
 - Ginkgo’s ability to comply with laws and regulations applicable to its business; and
 - market conditions and global and economic factors beyond Ginkgo’s control, including initiatives undertaken by the U.S. government in the biotechnology sector, the frequency and scale of biological risks and threats.

Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Applicable risks and uncertainties include, among others:

- intense competition and competitive pressures from other companies worldwide in the industries in which Ginkgo operates;
- litigation, including securities or shareholder litigation, and the ability to adequately protect Ginkgo's intellectual property rights;
- the success of Ginkgo's programs, the growth of Ginkgo's biomonitoring and bioinformatic support services and their potential to contribute revenue, the relative contribution of Ginkgo's programs to its future revenue, including the potential for future revenue related to downstream value to be in the form of potential future milestone payments, royalties, and/or equity consideration, and the anticipated reduction in operational expenditures through implementation of Ginkgo's restructuring plan; and
- other factors in this Quarterly Report on Form 10-Q and the Company's 2023 Annual Report on Form 10-K

These and other factors that could cause actual results to differ from those implied by the forward-looking statements in this Quarterly Report on Form 10-Q are more fully described under the heading "Risk Factors" in this Quarterly Report on Form 10-Q and the Company's 2023 Annual Report on Form 10-K and elsewhere in this report, which are not exhaustive. Other sections of this Quarterly Report on Form 10-Q describe additional factors that could adversely affect the business, financial condition or results of Ginkgo. New risk factors emerge from time to time and it is not possible to predict all such risk factors, nor can Ginkgo assess the impact of all such risk factors on the business of Ginkgo, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to Ginkgo or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements. Ginkgo undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Ginkgo Bioworks Holdings, Inc.
Condensed Consolidated Balance Sheets
(unaudited)
(in thousands, except per share data)

	As of September 30, 2024	As of December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 616,214	\$ 944,073
Accounts receivable, net	23,411	17,157
Accounts receivable - related parties	531	742
Prepaid expenses and other current assets	22,324	39,777
Total current assets	662,480	1,001,749
Property, plant, and equipment, net	211,035	188,193
Operating lease right-of-use assets	405,911	206,801
Investments	62,103	78,565
Intangible assets, net	79,566	82,741
Goodwill	—	49,238
Other non-current assets	59,788	58,055
Total assets	\$ 1,480,883	\$ 1,665,342
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 15,700	\$ 9,323
Deferred revenue (includes \$1,434 and \$5,426 from related parties)	22,894	44,486
Accrued expenses and other current liabilities	75,833	110,051
Total current liabilities	114,427	163,860
Non-current liabilities:		
Deferred revenue, net of current portion (includes \$72,186 and \$119,053 from related parties)	105,247	158,062
Operating lease liabilities, non-current	445,592	221,835
Other non-current liabilities	17,674	24,433
Total liabilities	682,940	568,190
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 200,000 shares authorized; none issued	—	—
Common stock, \$0.0001 par value (Note 7)	5	5
Additional paid-in capital	6,527,698	6,386,191
Accumulated deficit	(5,730,023)	(5,290,528)
Accumulated other comprehensive income	263	1,484
Total stockholders' equity	797,943	1,097,152
Total liabilities and stockholders' equity	\$ 1,480,883	\$ 1,665,342

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

Ginkgo Bioworks Holdings, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(unaudited)
(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cell Engineering revenue ⁽¹⁾	\$ 75,089	\$ 37,176	\$ 139,183	\$ 116,555
Biosecurity revenue:				
Product	—	6,495	—	28,949
Service	13,957	11,759	44,013	71,196
Total revenue	89,046	55,430	183,196	216,700
Costs and operating expenses:				
Cost of Biosecurity product revenue	—	906	—	7,481
Cost of Biosecurity service revenue	9,987	6,017	30,996	39,913
Cost of other revenue	2,016	—	3,930	—
Research and development	77,006	156,662	347,684	463,583
General and administrative	52,292	82,028	188,864	295,802
Impairment of lease assets	—	96,210	—	96,210
Goodwill impairment	—	—	47,858	—
Restructuring charges	2,949	—	20,015	—
Total operating expenses	144,250	341,823	639,347	902,989
Loss from operations	(55,204)	(286,393)	(456,151)	(686,289)
Other income (expense):				
Interest income, net	9,251	15,020	31,275	43,914
Loss on equity method investments	—	—	—	(1,516)
Loss on investments	(6,912)	(36,324)	(16,282)	(44,815)
Loss on deconsolidation of subsidiary	(7,013)	—	(7,013)	—
Change in fair value of warrant liabilities	1,528	1,891	5,701	(1,387)
Other income, net	1,572	2,893	2,821	9,045
Total other income (expense)	(1,574)	(16,520)	16,502	5,241
Loss before income taxes	(56,778)	(302,913)	(439,649)	(681,048)
Income tax expense (benefit)	(375)	(22)	(154)	127
Net loss	\$ (56,403)	\$ (302,891)	\$ (439,495)	\$ (681,175)
Net loss per share, basic and diluted	\$ (1.08)	\$ (6.21)	\$ (8.58)	\$ (14.09)
Weighted average common shares outstanding:				
Basic	52,240	48,770	51,244	48,330
Diluted	52,246	48,770	51,250	48,330
Comprehensive loss:				
Net loss	\$ (56,403)	\$ (302,891)	\$ (439,495)	\$ (681,175)
Other comprehensive income (loss):				
Foreign currency translation adjustment	494	(1,599)	(2,713)	(267)
Reclassification of foreign currency translation adjustment realized upon sale of foreign subsidiary	1,492	—	1,492	—
Total other comprehensive income (loss)	1,986	(1,599)	(1,221)	(267)
Comprehensive loss	\$ (54,417)	\$ (304,490)	\$ (440,716)	\$ (681,442)

(1) Includes related party revenue of \$46,659 and \$8,727 for the three months ended September 30, 2024 and 2023, respectively, and \$51,990 and \$19,912 for the nine months ended September 30, 2024 and 2023, respectively.

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

Ginkgo Bioworks Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited)
(in thousands)

Three Months Ended September 30, 2024						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance as of June 30, 2024	51,970	\$ 5	\$ 6,508,410	\$ (5,673,620)	\$ (1,723)	\$ 833,072
Issuance of common stock upon exercise or vesting of equity awards	422	—	—	—	—	—
Settlement of contingent consideration	690	—	5,437	—	—	5,437
Payment for fractional shares after reverse stock split	—	—	(4)	—	—	(4)
Stock-based compensation expense	—	—	13,855	—	—	13,855
Reclassification of foreign currency translation adjustment realized upon sale of foreign subsidiary	—	—	—	—	1,492	1,492
Foreign currency translation	—	—	—	—	494	494
Net loss	—	—	—	(56,403)	—	(56,403)
Balance as of September 30, 2024	53,082	\$ 5	\$ 6,527,698	\$ (5,730,023)	\$ 263	\$ 797,943

Nine Months Ended September 30, 2024						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2023	50,034	\$ 5	\$ 6,386,191	\$ (5,290,528)	\$ 1,484	\$ 1,097,152
Issuance of common stock upon exercise or vesting of equity awards	1,414	—	543	—	—	543
Payment for fractional shares after reverse stock split	—	—	(4)	—	—	(4)
Settlement of contingent consideration	764	—	9,884	—	—	9,884
Issuance of common stock for asset acquisitions	802	—	36,801	—	—	36,801
Issuance of common stock in exchange for services	68	—	2,500	—	—	2,500
Stock-based compensation expense	—	—	91,783	—	—	91,783
Reclassification of foreign currency translation adjustment realized upon sale of foreign subsidiary	—	—	—	—	1,492	1,492
Foreign currency translation	—	—	—	—	(2,713)	(2,713)
Net loss	—	—	—	(439,495)	—	(439,495)
Balance as of September 30, 2024	53,082	\$ 5	\$ 6,527,698	\$ (5,730,023)	\$ 263	\$ 797,943

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

Ginkgo Bioworks Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited)
(in thousands)

Three Months Ended September 30, 2023						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance as of June 30, 2023	48,869	\$ 5	\$ 6,280,823	\$ (4,775,943)	\$ (1,300)	\$ 1,503,585
Issuance of common stock upon exercise or vesting of equity awards	440	—	55	—	—	55
Settlement of contingent consideration	11	—	960	—	—	960
Stock-based compensation expense	—	—	52,573	—	—	52,573
Foreign currency translation	—	—	—	—	(1,599)	(1,599)
Net loss	—	—	—	(302,891)	—	(302,891)
Balance as of September 30, 2023	49,320	\$ 5	\$ 6,334,411	\$ (5,078,834)	\$ (2,899)	\$ 1,252,683

Nine Months Ended September 30, 2023						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2022	47,300	\$ 5	\$ 6,136,563	\$ (4,397,659)	\$ (2,632)	\$ 1,736,277
Issuance of common stock upon exercise or vesting of equity awards	1,888	—	539	—	—	539
Tax withholdings related to net share settlement of equity awards	—	—	(23)	—	—	(23)
Settlement of contingent consideration	11	—	3,222	—	—	3,222
Issuance of common stock for asset acquisitions	70	—	3,581	—	—	3,581
Issuance of common stock in exchange for services	51	—	2,500	—	—	2,500
Stock-based compensation expense and other	—	—	188,029	—	—	188,029
Foreign currency translation	—	—	—	—	(267)	(267)
Net loss	—	—	—	(681,175)	—	(681,175)
Balance as of September 30, 2023	49,320	\$ 5	\$ 6,334,411	\$ (5,078,834)	\$ (2,899)	\$ 1,252,683

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

Ginkgo Bioworks Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (439,495)	\$ (681,175)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	47,368	57,670
Stock-based compensation	91,783	187,047
Goodwill impairment	47,858	—
Restructuring related impairment charges	4,823	—
Loss on investments and equity method investments	16,282	46,331
Loss on deconsolidation of subsidiary	7,013	—
Change in fair value of warrant liabilities	(5,701)	1,387
Change in fair value of contingent consideration liability	3,698	10,217
Non-cash lease expense	20,619	24,635
Non-cash in-process research and development	19,796	3,981
Impairment of long-lived assets	—	121,404
Other non-cash activity	655	3,053
Changes in operating assets and liabilities:		
Accounts receivable	(6,101)	21,168
Prepaid expenses and other current assets	3,487	13,557
Operating lease right-of-use assets	19,224	9,277
Other non-current assets	(196)	(2,733)
Accounts payable, accrued expenses and other current liabilities	(31,099)	(4,822)
Deferred revenue, current and non-current (\$(50,858) and \$(15,482) from related parties)	(67,779)	(29,382)
Operating lease liabilities, current and non-current	(11,383)	(18,310)
Other non-current liabilities	1,998	(974)
Net cash used in operating activities	(277,150)	(237,669)
Cash flows from investing activities:		
Purchases of property and equipment	(48,831)	(37,355)
Business acquisition	(5,400)	—
Proceeds from sales of marketable securities	3,951	—
Proceeds from sale of equipment	591	3,000
Other	538	336
Net cash used in investing activities	(49,151)	(34,019)
Cash flows from financing activities:		
Proceeds from exercise of stock options	84	79
Principal payments on finance leases	(694)	(977)
Contingent consideration payment	(922)	(1,082)
Other	(4)	(604)
Net cash used in financing activities	(1,536)	(2,584)
Effect of foreign exchange rates on cash and cash equivalents	(208)	(690)
Net decrease in cash, cash equivalents and restricted cash	(328,045)	(274,962)
Cash and cash equivalents, beginning of period	944,073	1,315,792
Restricted cash, beginning of period	45,511	53,789
Cash, cash equivalents and restricted cash, beginning of period	989,584	1,369,581
Cash and cash equivalents, end of period	616,214	1,049,244
Restricted cash, end of period	45,325	45,375
Cash, cash equivalents and restricted cash, end of period	\$ 661,539	\$ 1,094,619

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

Ginkgo Bioworks Holdings, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Business

The mission of Ginkgo Bioworks Holdings, Inc. (“Ginkgo” or the “Company”) is to make biology easier to engineer. The Company designs custom cells for customers across multiple markets. Since inception, the Company has devoted its efforts to improving its platform for programming cells to enable customers to leverage biology to create impactful products across a range of industries. The Company’s platform comprises (i) equipment, robotic automation, software, data pipelines and tools, and standard operating procedures for high throughput cell engineering, fermentation, and analytics (referred to collectively as the “Foundry”), (ii) a library of proprietary biological assets and associated performance data (referred to collectively as “Codebase”), and (iii) the Company’s team of expert users, developers and operators of the Foundry and Codebase.

With a mission to make biology easier to engineer, the Company has recognized the need to invest in biosecurity as a key component of its platform. The Company’s Biosecurity business is building a global infrastructure for biosecurity to empower governments, communities, and public health leaders to prevent, detect and respond to a wide variety of biological threats.

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in conformity with the rules and regulations of the Securities and Exchange Commission and generally accepted accounting principles in the United States (“GAAP”) for interim financial reporting. Accordingly, certain detailed disclosures which would normally be included with annual financial statements have been omitted. In the opinion of management, all normal recurring adjustments necessary for a fair presentation have been made. These condensed consolidated financial statements should be read in conjunction with the Company’s 2023 Annual Report on Form 10-K. Interim results are not necessarily indicative of results for a full year.

Reverse Stock Split

On August 19, 2024 (the “Effective Date”), with the approval of the Company’s board of directors and shareholders, the Company effected a one-for-forty (1:40) reverse stock split (the “Reverse Stock Split”) for the Company’s common stock (inclusive of Class A common stock, Class B common stock and Class C common stock, par value \$0.0001 per share). Accordingly, all common shares, common stock equity awards and common stock per share amounts presented herein have been retrospectively adjusted to reflect the Reverse Stock Split.

On the Effective Date, every forty shares of common stock issued and outstanding immediately prior to the Effective Date were automatically combined into one share of such class of common stock without any change to the par value per share. The number of shares reserved under the Company’s equity plans and the number of shares underlying awards outstanding under the Company’s equity plans was reduced proportionately. No fractional shares were issued in connection with the Reverse Stock Split. Shareholders entitled to receive a fractional share as a result of the Reverse Stock Split received a cash payment in lieu of such fractional shares. The number of authorized shares of common stock was not reduced.

In respect of the underlying common stock split, an adjustment to the exercise price of the Company’s warrants (the “Warrants”) and the number of shares of the Company’s Class A common stock issuable on exercise of each Warrant was adjusted in proportion to the Reverse Stock Split. As of the effectiveness of the Reverse Stock Split, the exercise price to purchase one share of Class A common stock equals \$460.00 (\$11.50 per Warrant). Each Warrant equals one-fortieth (1/40) of one share of Class A common stock (40 Warrants must be exercised for one share of Class A common stock). No fractional shares of Class A common stock will be issued upon exercise of the Warrants; therefore, a minimum of 40 Warrants must be exercised to receive any entitlement. For the avoidance of doubt, no other amendment, modification, alteration or change was made to the terms of the Warrants as a result of the Reverse Stock Split.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated.

Ginkgo Bioworks Holdings, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. In the accompanying condensed consolidated statements of cash flows for the nine months ended September 31, 2023, (i) \$0.9 million was reclassified from non-cash customer consideration to other non-cash activity and (ii) \$0.1 million was reclassified from other financing activities to proceeds from exercise of stock options. The total cash used in operating and financing activities for the nine months ended September 31, 2023 is not changed as a result of these reclassifications.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent liabilities in the consolidated financial statements. The Company bases its estimates on historical experience and other market-specific or relevant assumptions that it believes to be reasonable under the circumstances. Reported amounts and disclosures reflect the overall economic conditions that management believes are most likely to occur, and the anticipated measures management intends to take. Actual results could differ materially from those estimates. All revisions to accounting estimates are recognized in the period in which the estimates are revised.

Significant Accounting Policies

There have been no new or material changes to the Company's significant accounting policies during the nine months ended September 30, 2024 as compared to the significant accounting policies described in Note 2 to the Company's 2023 consolidated financial statements included in the Company's 2023 Annual Report on Form 10-K.

Recently Issued Accounting Pronouncements

There were no new recently issued accounting pronouncements that are of significance or potential significance to the Company from those disclosed within Note 2 to the Company's 2023 consolidated financial statements included in the 2023 Annual Report on Form 10-K.

2. Acquisitions and Divestiture***AgBiome***

On April 10, 2024, the Company acquired certain platform assets, including fully sequenced and isolated strains, unique gene sequences, relevant functional data and metadata, and a development pipeline from AgBiome, Inc. ("AgBiome"), a biotechnology company in the agriculture industry. These assets expand the Company's proprietary unified metagenomics database. The fair value of the consideration transferred totaled \$18.2 million and was paid with the issuance of 0.4 million shares of Ginkgo's Class A common stock. The Company accounted for the transaction as an asset acquisition since substantially all of the value received was concentrated in the acquired developed technology, which is being amortized over a useful life of three years.

Zymergen

On October 3, 2023, and in connection with the Zymergen Bankruptcy, as defined and discussed in the Company's 2023 Annual Report on Form 10-K, the Company entered into an asset purchase agreement with Zymergen (the "Zymergen APA") as the stalking horse bidder under Section 363 of the U.S. Bankruptcy Code to acquire exclusive rights to substantially all of Zymergen's intellectual property assets and certain other assets.

On January 18, 2024 (the "Closing Date"), the Company, through certain of its affiliates, completed its acquisition of substantially all of Zymergen's assets under the Zymergen APA, and on February 5, 2024, Zymergen's plan of liquidation was confirmed by the Bankruptcy Court. All of the Company's interests in the Zymergen entities were extinguished and terminated as of February 23, 2024. The acquisition under the Zymergen APA was accounted for as a business combination in accordance with ASC 805 and was not material to the Company's consolidated financial statements. The total cash purchase price was \$6.2 million, with \$5.4 million paid at closing and \$0.8 million released from escrow. The

Ginkgo Bioworks Holdings, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

allocation of the purchase price to the assets acquired and liabilities assumed as of the acquisition date primarily includes \$19.9 million of operating lease right-of-use assets, \$6.0 million of property and equipment, and \$19.9 million of operating lease liabilities. No goodwill or intangible assets were recognized. Transaction costs associated with the Zymergen APA were not material for the nine months ended September 30, 2024.

Other Acquisitions

The Company completed three other asset acquisitions during the nine months ended September 30, 2024. The aggregate purchase price for the three acquisitions was \$19.8 million and was paid with the issuance of 0.4 million shares of Ginkgo's Class A common stock. Each transaction was accounted for as an asset acquisition as the acquired assets, consisting primarily of intellectual property rights, did not meet the definition of a business. The assets acquired represent in-process research and development with no alternative future use. Accordingly, the Company recorded \$19.8 million as acquired in-process research and development expense in the accompanying condensed consolidated statements of operations and comprehensive loss for the nine months ended September 30, 2024.

Divestiture

On September 30, 2024, the Company sold the equity interests of its former subsidiary Altar SAS ("Altar") for a nominal amount. As a result of the sale, the Company deconsolidated all of Altar's assets and liabilities from its consolidated financial statements effective September 30, 2024, and recognized a loss on deconsolidation of \$7.0 million in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024. The loss on deconsolidation includes a \$1.5 million reclassification of accumulated currency translation adjustments to earnings. The sale did not meet the criteria to be reported as a discontinued operation.

3. Restructuring

In the second quarter of 2024, in connection with the Company's plans to reduce operational expenditures, management, with the approval of the Board of Directors, approved a restructuring plan. This plan includes an expected reduction in labor expenses, primarily through a workforce reduction of at least 35%, and the planned consolidation and sublease of certain facilities. Initial workforce reductions commenced in June 2024 and continued into the third quarter, with further reductions expected in the fourth quarter of 2024 and into 2025. All reductions are expected to be substantially completed in 2025, subject to compliance with applicable laws. The Company plans to consolidate certain facilities through various actions, including combining office and laboratory operations into fewer locations, subleasing unused facilities, and has taken or plans to take other related measures, such as the sale of its subsidiary, Altar, in the third quarter of 2024 (see Note 2). While the Company aims to complete the majority of its facility consolidation actions in 2025, the actual timing may vary, especially for subleasing unused or underutilized facilities, which may extend beyond 2025 or may not occur prior to termination of such lease, depending on market conditions. Additionally, restructuring expenses related to potential asset impairments or contract amendments or terminations for any facilities no longer in use or underutilized could be material.

The costs for the reduction in force are expected to range from \$18.0 million to \$22.0 million primarily in the Cell Engineering segment and consist of one-time cash severance and related costs. The employee termination costs are recognized as of the communication date to employees, given (i) the Company instituted a one-time employee termination benefit related to its restructuring, and (ii) the employees will not be retained to render service beyond a minimum retention period. The Company is currently unable to estimate the costs associated with consolidating its facilities. These costs may include, but are not limited to, losses on subleases, contract terminations, asset impairments, sale or disposal of equipment or other long-lived assets, and related costs and fees pertaining to the consolidation, closure, or disposition of facilities. Additional charges may be incurred as the Company progresses its restructuring plan and such charges could be material.

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The following table presents restructuring costs incurred during the periods presented, which are recorded as “Restructuring charges” in the condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024
Employee termination costs and other	\$ 2,949	\$ 15,192
Impairment of right-of-use asset ⁽¹⁾	—	4,823
Total restructuring	<u>\$ 2,949</u>	<u>\$ 20,015</u>

(1) Relates to a sublease of a facility in connection with the restructuring and reflects the excess of the right-of-use asset's carrying value over its fair value, which was determined based on estimates of future discounted cash flows and is classified as Level 3 in the fair value hierarchy.

Additionally, the Company recorded a \$7.0 million loss on the sale and deconsolidation of Altar as a component of other income (expense) in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2024.

The following table presents the change in the accrued liability balance related to the restructuring activities, which is included in “Accounts payable” and “Accrued expenses and other current liabilities” in the accompanying condensed consolidated balance sheet as of September 30, 2024 (in thousands):

	Employee Termination Costs and Other
Expenses incurred	\$ 15,191
Cash payments	(12,558)
Liability balance at September 30, 2024	<u>\$ 2,633</u>

4. Fair Value Measurements

The following tables present information about the Company's financial assets and liabilities measured at fair value on a recurring basis (in thousands):

		As of September 30, 2024			
	Classification	Total	Level 1	Level 2	Level 3
Assets:					
Money market funds	Cash and cash equivalents	\$ 595,003	\$ 595,003	\$ —	\$ —
Synlogic, Inc. warrants ⁽¹⁾	Investments	253	—	253	—
Marketable equity securities	Investments	19,947	19,947	—	—
Notes receivable	Prepaid expenses and other current assets	523	—	—	523
Notes receivable	Other non-current assets	14,608	—	11,960	2,648
Total assets		<u>\$ 630,334</u>	<u>\$ 614,950</u>	<u>\$ 12,213</u>	<u>\$ 3,171</u>
Liabilities:					
Contingent consideration	Accrued expenses and other current liabilities	\$ 10,296	\$ —	\$ —	\$ 10,296
Contingent consideration	Other non-current liabilities	4,968	—	—	4,968
Total liabilities		<u>\$ 15,264</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 15,264</u>

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		As of December 31, 2023			
	Classification	Total	Level 1	Level 2	Level 3
Assets:					
Money market funds	Cash and cash equivalents	\$ 913,729	\$ 913,729	\$ —	\$ —
Synlogic, Inc. warrants ⁽¹⁾	Investments	654	—	654	—
Marketable equity securities ⁽²⁾	Investments	19,190	18,401	789	—
Notes receivable	Prepaid expenses and other current assets	12,293	—	—	12,293
Notes receivable	Other non-current assets	13,601	—	11,765	1,836
Total assets		\$ 959,467	\$ 932,130	\$ 13,208	\$ 14,129
Liabilities:					
Public Warrants	Warrant liabilities	\$ 3,794	\$ 3,794	\$ —	\$ —
Private Placement Warrants ⁽³⁾	Warrant liabilities	1,906	—	60	1,846
Contingent consideration	Accrued expenses and other current liabilities	18,468	—	—	18,468
Contingent consideration	Other non-current liabilities	5,805	—	—	5,805
Total liabilities		\$ 29,973	\$ 3,794	\$ 60	\$ 26,119

(1) The fair value of Synlogic, Inc. warrants is calculated as the quoted price of the underlying common stock, less the unpaid exercise price of the warrants.

(2) Marketable equity securities classified as Level 2 reflect a discount for lack of marketability due to regulatory sales restrictions.

(3) The fair value of Private Placement Warrants classified as Level 2 is equivalent to that of Public Warrants as the transfer of Private Placement Warrants to anyone other than the initial purchasers or any of their permitted transferees results in the Private Placement Warrants having substantially the same terms as the Public Warrants.

Transfers to and from Levels 1, 2 and 3 are recognized at the end of the reporting period in which a change in valuation technique or methodology occurs. During the nine months ended September 30, 2024, transfers from Level 2 to Level 1 occurred due to lapse of regulatory sales restrictions on marketable equity securities. Additionally, during the nine months ended September 30, 2024, a portion of the Private Placement Warrants' estimated fair value was transferred from Level 3 to Level 2 as a result of the Private Placement Warrants having substantially the same terms as the Public Warrants when transferred to anyone other than the initial purchasers or their permitted transferees, leading the Company to determine their fair value to be equivalent to that of the Public Warrants. There were no other transfers between Levels 1, 2, or 3 during the nine months ended September 30, 2024 or 2023.

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The table below provides a reconciliation of the beginning and ending balances for assets and liabilities measured at fair value using Level 3 significant unobservable inputs for the nine months ended September 30 (in thousands):

	Notes Receivable	Private Placement Warrants	Contingent Consideration
Balance at January 1, 2024	\$ 14,129	\$ 1,846	\$ 24,274
Additions	1,377	—	—
Change in fair value	(1,859)	(1,697)	3,698
Settlements and payments	—	—	(12,708)
Transfers to Level 2	—	(149)	—
Conversion to common stock	(10,476)	—	—
Balance at September 30, 2024	\$ 3,171	\$ —	\$ 15,264
Balance at January 1, 2023	\$ 7,660	\$ 3,860	\$ 24,473
Additions	4,106	—	1,397
Change in fair value	(1,806)	336	10,217
Settlements and payments	—	—	(4,761)
Balance at September 30, 2023	\$ 9,960	\$ 4,196	\$ 31,326

Notes Receivable

For all of its notes receivable, the Company has elected the fair value option, for which changes in fair value are recorded in other income, net in the condensed consolidated statements of operations and comprehensive loss.

The Company's notes receivable consisted of a senior secured note in the principal amount of \$11.8 million and a convertible promissory note in the principal amount of \$10.0 million, both issued by Bolt Threads, Inc. ("Bolt Threads"). The senior secured note bears interest at 12% per annum, is due December 31, 2027 and is included in other non-current assets at its estimated fair value. The convertible promissory note bore interest at 8% per annum, was convertible into equity securities of Bolt Threads upon a qualified financing, a non-qualified financing, or special purpose acquisition company transaction, at a conversion price based on certain conditions as defined in the note agreement, or was otherwise payable on demand any time after the maturity date of October 4, 2024. During the three months ended September 30, 2024, \$10.5 million in principal and accrued interest on the convertible promissory note was converted into 2.7 million shares of Bolt Threads' common stock, which is classified as a marketable equity security.

The Company used the yield method to value the senior secured note. Under this method, the estimated future cash flows, consisting of principal and interest payments, are discounted to present value using an applicable market yield or discount rate. Increases or decreases in the market yield or discount rate would result in a decrease or increase, respectively, in the fair value measurement. The market yield is determined using a corporate bond yield curve corresponding to the credit rating category of the issuer. The fair value of the senior secured note is based on observable market inputs, which represents a Level 2 measurement within the fair value hierarchy.

In addition to the convertible promissory note issued by Bolt Threads, the Company holds a series of convertible debt instruments issued by customers as payment for Cell Engineering services. The Company used a scenario-based method to value the convertible debt instruments issued by customers. Under this method, future cash flows are evaluated under various payoff scenarios, probability-weighted, and discounted to present value. The significant unobservable (Level 3) inputs used in the fair value measurement as of September 30, 2024, included scenario probabilities ranging from 20% to 27%, a discount rate of 16%, and estimated time to event date of up to two years. The significant unobservable (Level 3) inputs used in the fair value measurement as of December 31, 2023, included scenario probabilities ranging from 5% to 85%, a discount rate of 17% and estimated time to event date of one to two years. Significant changes in these inputs could have resulted in a significantly lower or higher fair value measurement. As of September 30, 2024, the convertible debt instruments had an unpaid principal balance of \$13.1 million and a fair value of \$3.2 million. As of December 31, 2023, the convertible debt instruments had an unpaid principal balance of \$21.0 million and a fair value of \$14.1 million.

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Contingent Consideration

In connection with various business acquisitions, the Company is required to make contingent earnout payments payable upon the achievement of certain technical, commercial and/or performance milestones. The Company also issued restricted stock in connection with acquisitions, which is subject to vesting conditions and is classified as contingent consideration liability.

The Company can settle a majority of its contingent consideration liabilities in cash or shares of Class A common stock at the Company's election with the remainder payable in cash. During the nine months ended September 30, 2024, the Company settled \$12.7 million in contingent consideration liabilities through payment of \$2.8 million in cash and vesting of 0.8 million shares of restricted stock valued at \$9.9 million. During the nine months ended September 30, 2023, the Company settled \$4.8 million in contingent consideration liability through payment of \$1.5 million in cash and vesting of 1.6 million shares of restricted stock valued at \$3.2 million. Of that amount, \$1.4 million was recorded as an increase to the acquired intangible asset with an offset to additional paid-in-capital as the contingent consideration liability was deemed not probable of occurring.

The fair value of contingent consideration related to earnout payments from acquisitions was estimated using unobservable (Level 3) inputs as illustrated in the table below. The fair value of contingent consideration related to restricted stock was estimated using the quoted price of Ginkgo's Class A common stock, an estimate of the number of shares expected to vest, probability of vesting, and a discount rate. Material increases or decreases in these inputs could result in a higher or lower fair value measurement. Changes in the fair value of contingent consideration are recorded in general and administrative expense in the condensed consolidated statements of operations and comprehensive loss.

The following table provides quantitative information regarding Level 3 inputs used in the fair value measurements of contingent consideration liabilities as of the periods presented:

Contingent Consideration Liability	Valuation Technique	Unobservable Input	September 30, 2024	December 31, 2023
			Range	Range
Earnout payments (FGen and Dutch DNA acquisitions)	Probability-weighted present value	Probability of payment	10% - 100%	10% - 100%
		Discount rate	12.4%	13.4%
Earnout payments (Dutch DNA acquisition)	Discounted cash flow	Projected years of payments	2028 - 2031	2025 - 2028
		Discount rate	10.6 %	10.3 %

Nonrecurring Fair Value Measurements

The Company measures the fair value of certain assets, including investments in privately held companies without readily determinable fair values, on a nonrecurring basis when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable, or when observable price changes occur for identical or similar securities from the same issuer.

The fair value of non-marketable equity securities is classified within Level 3 in the fair value hierarchy when the Company estimates fair value using unobservable inputs to measure the amount of the impairment loss. The fair value of non-marketable equity securities is classified within Level 2 in the fair value hierarchy when the Company estimates fair value using the observable transaction price paid by third party investors for the identical or similar security of the same issuer.

During the nine months ended September 30, 2024, the Company recorded a \$4.9 million impairment loss related to its investment in Genomatica preferred stock. The fair value measurement was determined using the guideline public company method under the market approach. The significant unobservable inputs used in the valuation included the selection and analysis of guideline public companies, revenue multiple and other unobservable assumptions. The fair value measurement is classified as Level 3 in the fair value hierarchy.

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During the nine months ended September 30, 2023, the Company received a total purchase amount of \$11.0 million in Simple Agreement for Future Equity (“SAFEs”) from customers as prepayment for Cell Engineering services. The Company used a scenario-based method to value the SAFEs as of each contract inception date, which resulted in total fair value of \$4.5 million. Under the scenario-based method, future cash flows were evaluated under qualified financing and dissolution scenarios with partial recovery and no recovery in dissolution. The cash flows under each scenario were probability-weighted and discounted to present value. The significant unobservable (Level 3) inputs used in the fair value measurement were scenario probabilities of 20% to 60%, a discount rate of 14% and estimated time to event date of one to two years.

The Company recorded impairment losses of \$5.2 million and \$1.8 million related to SAFEs during the nine months ended September 30, 2024 and 2023, respectively. The fair value was generally estimated using the scenario-based method, where various payout scenarios were probability-weighted and discounted to present value.

5. Investments and Equity Method Investments

The Company has partnered with other investors to form business ventures, including Motif FoodWorks, Inc. (“Motif”), Allonnia, LLC (“Allonnia”), Arcaea, LLC (“Arcaea”), Verb Biotics, LLC (“Verb”), BiomEdit, LLC (“BiomEdit”) and Ayana Bio, LLC (“Ayana”) (collectively “Platform Ventures”). The Company also partners with existing entities, including Genomatica, Inc. (“Genomatica”) and Synlogic, Inc. (“Synlogic”) (collectively, “Legacy Structured Partnerships”) with complementary assets for high potential synthetic biology applications. The Company holds equity interests in these Platform Ventures and Legacy Structured Partnerships. The Company also holds equity interests in other public and private companies as a result of entering into collaboration and license revenue arrangements with these entities.

The Company accounts for its investments in Platform Ventures under the equity method. The Company's marketable equity securities consist of Synlogic common stock, Synlogic warrants and the shares of common stock of other publicly traded companies. Marketable equity securities are measured at fair value with changes in fair value recorded in other income (expense) in the condensed consolidated statements of operations and comprehensive loss. The Company's non-marketable equity securities consist of preferred stock of Genomatica and preferred and common stock of other privately held companies without readily determinable fair values. Non-marketable equity securities are initially recorded using the measurement alternative at cost and subsequently adjusted for any impairment and observable price changes in orderly transactions for the identical or a similar security of the same issuer. Impairment losses and adjustments from observable price changes are recorded in loss on investments in the condensed consolidated statements of operations and comprehensive loss.

The Company also holds investments in early-stage synthetic biology product companies via SAFEs. The Company enters into SAFE agreements in conjunction with a revenue contract with a customer under which the Company grants the customer a prepaid Cell Engineering services credit equal to the principal amount of the SAFE (the “Purchase Amount”), which may be used and drawn down as payment for the Company's research and development services. The SAFEs will automatically convert into shares of preferred stock equal to the Purchase Amount divided by the discount price, which is calculated as the price per share sold in a qualified equity financing multiplied by a discount rate. The SAFEs also provide the Company with the right to future equity of the entity in a liquidation scenario or the cash-out amount in liquidation and dissolution scenarios or at the election of the SAFE issuer prior to an agreed outside date. The Company initially records SAFEs at fair value (see Note 4) and adjusts the carrying amount of the instrument at each reporting period for any impairments.

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Investments consisted of the following (in thousands):

Investments:	As of September 30, 2024	As of December 31, 2023
SAFEs	\$ 18,686	\$ 23,898
Non-marketable equity securities	16,232	22,938
Marketable equity securities	19,317	17,563
Genomatica preferred stock	6,985	11,885
Synlogic common stock	630	1,627
Synlogic warrants	253	654
Total	\$ 62,103	\$ 78,565

Loss on investments and equity method investments consisted of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(Loss) gain on investments:				
Synlogic common stock	\$ (4)	\$ (1,538)	\$ (998)	\$ (3,631)
Synlogic warrants	(2)	(618)	(401)	(1,459)
Genomatica preferred stock	—	(33,000)	(4,900)	(33,000)
Marketable equity securities	(6,906)	460	(4,771)	(3,286)
Non-marketable equity securities	—	(1,628)	—	(1,628)
SAFEs	—	—	(5,212)	(1,811)
Total	\$ (6,912)	\$ (36,324)	\$ (16,282)	\$ (44,815)
Loss on equity method investments:				
BiomEdit	\$ —	\$ —	\$ —	\$ (1,462)
Other	—	—	—	(54)
Total	\$ —	\$ —	\$ —	\$ (1,516)

The components of loss on investments for each period were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Impairment charges	\$ —	\$ (33,000)	\$ (10,112)	\$ (34,811)
Realized and unrealized losses recognized on marketable equity securities	(6,912)	(1,696)	(6,170)	(8,376)
Downward adjustments from observable price changes	—	(1,628)	—	(1,628)
Total loss on investments	\$ (6,912)	\$ (36,324)	\$ (16,282)	\$ (44,815)

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Total realized and unrealized gains and losses associated with equity investments accounted for at fair value or the fair value measurement alternative consisted of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net realized loss recognized on equity investments sold ⁽¹⁾	\$ (844)	\$ —	\$ (844)	\$ —
Net unrealized losses recognized on equity investments held as of the end of the period	(6,068)	(36,324)	(15,438)	(44,815)
Total loss on investments	<u>\$ (6,912)</u>	<u>\$ (36,324)</u>	<u>\$ (16,282)</u>	<u>\$ (44,815)</u>

(1) Reflects the difference between the sale proceeds and the carrying value of the equity investments at the beginning of the period or the acquisition date, if later.

The carrying value of non-marketable equity securities accounted for using the fair value measurement alternative and still held as of September 30, 2024, including cumulative unrealized losses, were as follows (in thousands):

	As of September 30, 2024
Total initial cost	\$ 107,996
Impairment charges	(64,465)
Downward adjustments from observable price changes	(1,628)
Carrying value	<u>\$ 41,903</u>

6. Variable Interest Entities

With respect to the Company's investments in Motif, Allonnia, Genomatica, Arcaea, BiomEdit, Verb and Ayana (collectively, the "Unconsolidated VIEs"), the Company has concluded these entities represent variable interest entities ("VIEs"). While the Company has board representation on certain of these entities and is involved in the ongoing development activities of these entities via its participation on such entities' joint steering committees ("JSC"), the Company has concluded that it is not the primary beneficiary of these entities because: (i) the Company does not control the board of directors of any of the Unconsolidated VIEs, and no voting or consent agreements exist between the Company and other members of each respective board of directors or other investors, (ii) the holders of preferred security interests in the Unconsolidated VIEs hold certain rights that require their consent prior to taking certain actions, which include certain significant operating and financing decisions, and (iii) the Company's representation on the JSC of each respective entity does not give it control over the development activities of any of the Unconsolidated VIEs, as all JSC decisions are made by consensus and there are no agreements in place that would require any of the entities to vote in alignment with the Company. As the Company's involvement in the Unconsolidated VIEs does not give it the power to control the decisions with respect to their development or other activities, which are their most significant activities, the Company has concluded that it is not the primary beneficiary of the Unconsolidated VIEs.

Additionally, the Company holds equity interests in certain privately-held companies that are not consolidated as the Company is not the primary beneficiary. As of September 30, 2024 and December 31, 2023, the maximum risk of loss related to the Company's VIEs was limited to the carrying value of its investments in such entities.

Refer to Note 5 for additional details on the Company's investments and equity method investments.

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7. Supplemental Financial Information

Cash, Cash Equivalents and Restricted Cash

The reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheet to the totals shown within the condensed consolidated statement of cash flows is as follows (in thousands):

	As of September 30, 2024	As of September 30, 2023
Cash and cash equivalents	\$ 616,214	\$ 1,049,244
Restricted cash included in prepaid expenses and other current assets ⁽¹⁾	2,855	3,347
Restricted cash included in other non-current assets ⁽¹⁾	42,470	42,028
Total cash, cash equivalents and restricted cash	<u>\$ 661,539</u>	<u>\$ 1,094,619</u>

(1) Includes cash balances collateralizing letters of credit associated with the Company's facility leases and customer prepayments requiring segregation and restrictions in its use in accordance with the customer agreement.

Supplemental cash flow information

The following table presents non-cash investing and financing activities (in thousands):

	Nine Months Ended September 30,	
	2024	2023
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 223,853	\$ 13,770
Common stock issued for asset acquisitions	18,245	3,581
Purchases of property and equipment included in accounts payable and accrued expenses	6,142	1,563
Return of investment in equity securities for reduction in deferred revenue	6,760	—
Common stock issued as settlement of contingent consideration liability	9,884	3,222
Common stock issued for retention payments related to business and asset acquisitions	2,959	—
Equity securities received for Cell Engineering services	55	13,843
Convertible financial instruments received for Cell Engineering services	—	5,595
Conversion of notes receivable for common stock	10,476	—

Property, Plant, and Equipment, net

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

	September 30, 2024	December 31, 2023
Lab equipment	\$ 150,183	\$ 147,185
Leasehold improvements	77,847	71,564
Buildings and facilities	48,129	47,034
Construction in progress	57,975	15,830
Computer equipment and software	15,009	14,780
Furniture and fixtures	6,567	6,458
Land	6,060	6,060
Total property, plant, and equipment	361,770	308,911
Less: Accumulated depreciation and amortization	(150,735)	(120,718)
Property, plant, and equipment, net	<u>\$ 211,035</u>	<u>\$ 188,193</u>

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Operating Lease

In April 2024, the Company commenced its 15-year lease of a new office and laboratory space located in Boston, Massachusetts. The leased property consists of approximately 260,000 rentable square feet and is expected to be occupied by mid-2025. The lease agreement includes an option to extend the lease for ten years at then-market rates. The Company is not reasonably certain to exercise this option at lease commencement. The lease is classified as an operating lease, includes a period of free rent and also tenant improvement incentives. The lease does not contain material restrictive covenants or residual value guarantees. Upon the lease commencement, the Company recorded a right-of-use asset of \$213.3 million, net of lease incentives received, and a lease liability of \$223.9 million. The discount rate used in determining the lease liability was the Company's estimated incremental borrowing rate of 7.8%. Base rent during the first lease year is approximately \$21.1 million and is subject to annual increases of 3% thereafter.

Exit of a Leased Facility

In September 2023, the Company's former subsidiary, Zymergen, ceased the use of and exited a leased facility consisting of approximately 300,000 square feet of office and laboratory space in Emeryville, California. The facility was used pursuant to an operating lease with a minimum term expiring in August 2033. Zymergen's exit resulted in an impairment loss of \$96.2 million, including \$36.6 million for the right-of-use asset and \$59.6 million for the related leasehold improvements. The impairment loss represents the amount by which the carrying value of the assets exceed their estimated fair values as of September 30, 2023, as determined using a discounted cash flow model under the income approach. The fair value measurements are based on significant inputs not observable in the market and therefore represent Level 3 fair value measurements. The key inputs used in the valuation were estimated sublease rental income and a discount rate of 8.5%. The impairments are presented as impairment of lease assets in the condensed consolidated statement of operations and comprehensive loss for the three and nine months ended September 30, 2023.

Capitalization

The following table presents the Company's authorized, issued, and outstanding common stock as of the dates indicated (in thousands):

	Authorized	Issued	Outstanding
Common stock as of September 30, 2024:			
Class A	10,500,000	44,256	41,371
Class B	4,500,000	9,282	8,711
Class C	800,000	3,000	3,000
	<u>15,800,000</u>	<u>56,538</u>	<u>53,082</u>
Common stock as of December 31, 2023:			
Class A	10,500,000	40,997	38,126
Class B	4,500,000	9,478	8,906
Class C	800,000	3,000	3,000
	<u>15,800,000</u>	<u>53,475</u>	<u>50,032</u>

On April 3, 2023, the Company issued 0.1 million shares of its Class A common stock as purchase consideration for the acquisition of certain intellectual property assets of StrideBio, Inc. Refer to Note 2, Acquisitions, for shares of common stock issued related to fiscal 2024 acquisitions.

On May 9, 2023, the Company issued 0.1 million shares of Class A common stock, valued at \$2.5 million, as settlement for an employee retention milestone related to the FGen AG business acquisition. An additional 0.1 million shares, valued at \$2.5 million, were issued on April 26, 2024 for the final milestone payable in connection with that acquisition.

Refer to Note 10, Stock-Based Compensation, for a summary of shares of common stock issued in connection with the Company's equity incentive plans.

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8. Goodwill and Intangible Assets, net

All goodwill is allocated to the Cell Engineering reporting unit and segment identified in Note 12.

Due to a sustained decrease in the market price of the Company's Class A common stock and market capitalization, the Company identified that an indicator of impairment was present as of June 30, 2024. As such, the Company completed a quantitative impairment test related to its Cell Engineering reporting unit. To conduct the impairment test of goodwill, the estimated fair value of the reporting unit was compared to its carrying value. The estimated fair value of the reporting unit was determined using a weighted approach that considered a discounted cash flow ("DCF") model under the income approach and the guideline public company ("GPC") method under the market approach. Significant inputs used in the DCF model included the projected future operating results of the reporting unit and the applicable discount rate, while inputs used in the GPC method consisted of a revenue multiple. The fair value measurement of the reporting unit is classified as Level 3 in the fair value hierarchy because it involves significant unobservable inputs. The Company reconciled the resulting fair value of its reporting unit to the market capitalization of the Company to corroborate the fair value estimate used in the impairment test.

The result of the interim impairment test indicated that the estimated fair value of the reporting unit was less than its carrying value. As a result, the Company recorded a \$47.9 million goodwill impairment charge during the nine months ended September 30, 2024.

Changes in the carrying amount of goodwill consisted of the following (in thousands):

Balance as of December 31, 2023	\$ 49,238
Goodwill impairment (accumulated impairment loss)	(47,858)
Impact of foreign currency translation	(1,380)
Balance as of September 30, 2024	<u>\$ —</u>

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

	Gross Carrying Value ⁽¹⁾	Accumulated Amortization ⁽¹⁾	Net Carrying Value	Weighted Average Amortization Period (in Years)
September 30, 2024:				
Developed technology ⁽²⁾	\$ 114,272	\$ (34,706)	\$ 79,566	6.8
Customer relationships	380	(380)	—	0.0
Assembled workforce	190	(190)	—	0.0
Total intangible assets	<u>\$ 114,842</u>	<u>\$ (35,276)</u>	<u>\$ 79,566</u>	
December 31, 2023:				
Developed technology	\$ 105,279	\$ (22,663)	\$ 82,616	8.8
Customer relationships	380	(261)	119	0.9
Assembled workforce	190	(184)	6	0.3
Total intangible assets	<u>\$ 105,849</u>	<u>\$ (23,108)</u>	<u>\$ 82,741</u>	

(1) The gross carrying value and accumulated amortization balances include the impact of cumulative foreign currency translation adjustments.

(2) During the third quarter of 2024, the Company deconsolidated \$8.3 million of developed technology intangible assets related to the deconsolidation of Altar (see Note 2).

In the second quarter of 2024, in connection with the acquisition of AgBiome, the Company acquired developed technology with an aggregate fair value of \$18.2 million and an estimated useful life of three years. For further information, see Note 2.

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Amortization expense was \$4.9 million and \$4.0 million for the three months ended September 30, 2024 and 2023, respectively, and \$13.3 million and \$12.2 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, estimated future amortization expense for identifiable intangible assets is as follows (in thousands):

Remainder of 2024	\$	4,771
2025		19,088
2026		19,088
2027		11,452
2028		2,824
Thereafter		22,343
Total	\$	<u>79,566</u>

9. Commitments and Contingencies

Legal Proceedings

From time to time, the Company may in the ordinary course of business be named as a defendant in lawsuits, indemnity claims and other legal proceedings. The Company accrues for a loss contingency when it concludes that the likelihood of a loss is probable and the amount of loss can be reasonably estimated. The Company adjusts its accruals from time to time as it receives additional information. The Company does not believe any pending litigation to be material, or that the outcome of any such pending litigation, in management's judgment based on information currently available, would have a material adverse effect on the Company's results of operations, cash flows or financial condition.

10. Stock-Based Compensation

The following table summarizes stock-based compensation expense by financial statement line item in the Company's condensed consolidated statement of operations and comprehensive loss for the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	\$ 3,121	\$ 33,250	\$ 46,379	\$ 119,676
General and administrative	10,734	19,323	45,404	67,371
Total	<u>\$ 13,855</u>	<u>\$ 52,573</u>	<u>\$ 91,783</u>	<u>\$ 187,047</u>

The Company grants stock-based incentive awards pursuant to the 2021 Incentive Award Plan (the "2021 Plan") and the 2022 Inducement Plan (the "2022 Inducement Plan"). As of September 30, 2024, there were approximately 4.6 million shares and 0.1 million shares available for future issuance under the 2021 Plan and 2022 Inducement Plan, respectively.

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Time-based Stock Options

A summary of stock option activity for options that are subject to time-based vesting conditions for the nine months ended September 30, 2024, is presented below:

	Number of Shares (in thousands)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ⁽¹⁾ (in thousands)
Outstanding as of December 31, 2023	151	\$ 35.59		
Granted	156	18.48		
Exercised	(102)	0.80		
Forfeited	(14)	136.79		
Outstanding as of September 30, 2024	191	32.73	9.44	\$ —
Exercisable as of September 30, 2024	34	94.75	8.25	—

(1) The aggregate intrinsic value is calculated as the difference between the Company's closing stock price on the last trading day of the quarter and the exercise prices, multiplied by the number of in-the-money stock options.

The aggregate intrinsic value of options exercised during the nine months ended September 30, 2024 and 2023 was \$0.7 million and \$8.4 million, respectively. The weighted-average grant-date fair value of options granted during the nine months ended September 30, 2024 and 2023 was \$14.14 and \$57.20 per share, respectively, and was calculated using the following key assumptions in the Black-Scholes option-pricing model:

	Nine Months Ended September 30,	
	2024	2023
Risk-free interest rate	4.24 %	3.94 %
Expected volatility	96 %	93 %
Expected term (in years)	5.7	5.5
Dividend yield	— %	— %

As of September 30, 2024, there was \$1.8 million of unrecognized compensation expense related to time-based stock options recognizable over a weighted-average period of 1.6 years.

Market-based Stock Options

In April 2024, the Company granted to each of the Company's four founders an option to purchase in aggregate 0.1 million shares of Ginkgo's Class A common stock with an exercise price of \$100.00 per share, subject both to time-based and market-based vesting criteria (the "Founder Options"). The market-based vesting is tied to the achievement of four specified stock price hurdles within a five-year period, with 10% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$200.00, 10% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$300.00, 20% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$400.00 and the remaining 60% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$500.00. If the market-based criteria are achieved during the five-year period, the awards will vest on the five-year anniversary of the grant date.

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The weighted-average grant-date fair value of the options granted was \$7.80 per share and was calculated using a Monte Carlo simulation model with the following assumptions:

	Nine Months Ended September 30, 2024
Risk-free interest rate	4.65 %
Expected volatility	71.8 %
Suboptimal exercise multiple	2.8
Dividend yield	— %

As of September 30, 2024, there was \$3.6 million of unrecognized compensation expense related to the market-based stock options recognizable over a weighted-average period of 4.6 years.

Restricted Stock Units

A summary of the restricted stock units (“RSU”) activity for the nine months ended September 30, 2024 is presented below:

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2023	3,805	\$ 125.89
Granted	3,001	44.73
Vested	(1,303)	145.83
Forfeited	(1,425)	84.45
Nonvested as of September 30, 2024	4,078	74.44

The weighted average grant date fair value of RSUs granted during the nine months ended September 30, 2024 and 2023 was \$44.73 and \$55.20, respectively.

As of September 30, 2024, there was \$241.1 million of unrecognized compensation expense related to RSUs recognizable over a weighted-average period of 2.8 years.

Earnouts

Earnout shares represent equity awards in the form of RSUs and restricted stock awards (“RSAs”) that were granted to existing shareholders of the Company as of the closing date of the Company's merger with SRNG on September 16, 2021 (the “Closing Date”). The earnout shares are subject to the same time vesting and performance conditions (change in control or an initial public offering) as the underlying awards (including with respect to vesting and termination-related provisions). Additionally, the earnout shares are subject to a market condition that will be met when the trading price of the Company's Class A common stock is greater than or equal to \$500.00, \$600.00, \$700.00 and \$800.00 for any 20 trading days within any period of 30 consecutive trading days, on or before the fifth anniversary of the Closing Date (collectively, the “Earnout Targets”). The first Earnout Target of \$500.00 per share was met on November 15, 2021.

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A summary of activity during the nine months ended September 30, 2024 for the earnout shares is presented below:

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2023	564	\$ 511.17
Vested	(7)	533.60
Forfeited	(2)	516.15
Nonvested as of September 30, 2024	555	510.85

As of September 30, 2024, there was \$0.4 million of unrecognized compensation expense related to earnout shares recognizable over a weighted-average period of 0.7 years.

11. Revenue Recognition

Disaggregation of Revenue

The following table sets forth the percentage of Cell Engineering revenues by industry based on total Cell Engineering revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Food and nutrition	64 %	24 %	39 %	17 %
Pharma and biotech	14	30	19	33
Agriculture	11	22	18	23
Government and defense	7	6	14	5
Industrial and environment	3	16	6	13
Consumer and technology	1	2	4	9
Total Cell Engineering revenue	100 %	100 %	100 %	100 %

For the three months ended September 30, 2024 and 2023, the Company's revenue from customers within the United States comprised 89% and 81%, respectively, of total revenue. For the nine months ended September 30, 2024 and 2023, the Company's revenue from customers within the United States comprised 84% and 83%, respectively, of total revenue.

Contract Balances

The Company recognizes a contract asset when the Company transfers goods or services to a customer before the customer pays consideration or before payment is due, excluding any amounts presented as accounts receivable. The Company had no contract asset balances as of September 30, 2024 and December 31, 2023. The Company's accounts receivable consists of both billed and unbilled amounts. Unbilled receivables arise when revenue is recognized in excess of invoiced amounts and represent the Company's unconditional right to consideration for goods or services already transferred to the customer. The balance of unbilled accounts receivable, included in accounts receivable, net in the accompanying condensed consolidated balance sheets, was \$8.1 million and \$9.1 million as of September 30, 2024 and December 31, 2023, respectively.

Contract liabilities, or deferred revenue, primarily consist of payments received in advance of performance under the contract or when the Company has an unconditional right to consideration under the terms of the contract before it transfers goods or services to the customer. The Company's collaborative arrangements with its investees and related parties typically include upfront payments consisting of cash or non-cash consideration for future research and development services and non-cash consideration in the form of convertible financial instruments and equity securities for licenses that

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will be transferred in the future. The Company records the upfront cash payments and fair value of the convertible financial instruments and equity securities as deferred revenue.

The Company also invoices customers based on contractual billing schedules, which results in the recording of deferred revenue to the extent payment is received prior to the Company's performance of the related services. Contract liabilities are recognized as revenue as (or when) the Company performs under the contract.

During the nine months ended September 30, 2024, the Company recognized \$84.3 million of revenue that was included in the contract liabilities balance of \$202.5 million as of December 31, 2023. During the nine months ended September 30, 2023, the Company recognized \$59.8 million of revenue that was included in the contract liabilities balance of \$222.6 million as of December 31, 2022.

Performance Obligations

The aggregate amount of the transaction price that was allocated to performance obligations that have not yet been satisfied or are partially satisfied as of September 30, 2024 and December 31, 2023 was \$68.0 million and \$110.0 million, respectively. The Company has elected the practical expedient not to provide the remaining performance obligation disclosures related to contracts for which the Company recognizes revenue on a cost-plus basis in the amount to which it has the right to invoice, and for contracts with a term of one year or less. As of September 30, 2024, of the performance obligations not yet satisfied or partially satisfied, nearly all is expected to be recognized as revenue during the years 2024 to 2029.

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12. Segment Information

The Company has identified two operating and reportable segments: Cell Engineering and Biosecurity. The Company's chief operating decision makers ("CODMs") evaluate the financial performance of the Company's segments based upon segment revenues and operating results. The Company's measure of segment operating results for management reporting purposes excludes the impact of stock-based compensation expense, depreciation and amortization, asset impairment charges, restructuring charges, and change in fair value of certain contingent liabilities.

The following table presents summary results of the Company's reportable segments for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
Cell Engineering	\$ 75,089	\$ 37,176	\$ 139,183	\$ 116,555
Biosecurity	13,957	18,254	44,013	100,145
Total revenue	89,046	55,430	183,196	216,700
Segment cost of revenue:				
Cell Engineering	2,016	—	3,930	—
Biosecurity	9,987	6,923	30,996	47,394
Segment research and development expense:				
Cell Engineering	57,201	90,889	253,790	275,494
Biosecurity	141	313	720	1,408
Total segment research and development expense	57,342	91,202	254,510	276,902
Segment general and administrative expense:				
Cell Engineering	29,319	42,617	103,167	155,216
Biosecurity	10,040	12,207	33,169	42,862
Total segment general and administrative expense	39,359	54,824	136,336	198,078
Segment operating (loss) income:				
Cell Engineering	(13,447)	(96,330)	(221,704)	(314,155)
Biosecurity	(6,211)	(1,189)	(20,872)	8,481
Total segment operating loss	(19,658)	(97,519)	(242,576)	(305,674)
Operating expenses not allocated to segments:				
Stock-based compensation ⁽¹⁾	14,013	53,647	94,636	191,324
Depreciation and amortization	17,171	21,060	47,368	57,670
Impairment expense ⁽²⁾	—	112,403	47,858	121,404
Restructuring charges ⁽³⁾	2,949	—	20,015	—
Change in fair value of contingent consideration liability	1,413	1,764	3,698	10,217
Loss from operations	\$ (55,204)	\$ (286,393)	\$ (456,151)	\$ (686,289)

(1) Includes \$0.2 million and \$1.1 million in employer payroll taxes for the three months ended September 30, 2024 and 2023, respectively, and \$2.9 million and \$4.3 million in employer payroll taxes for the nine months ended September 30, 2024 and 2023, respectively.

(2) For 2024, includes \$47.9 million related to goodwill impairment. For the three months ended September 30, 2023, includes a \$16.2 million impairment loss on lab equipment and a \$96.2 million impairment loss on an operating lease right-of-use asset and related leasehold improvements associated with an exited Zymergen leased facility. For the nine months ended September 30, 2023, includes a \$25.2 million impairment loss on lab equipment and a \$96.2 million impairment loss on lease assets associated with the exited Zymergen leased facility.

(3) See Note 3, Restructuring, for composition of costs.

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13. Net Loss per Share

The Company computes net loss per share using the two-class method required for participating securities. The earnings per share amounts are the same for the different classes of common stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or liquidation. The calculation of basic and diluted earnings per common share are as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net loss, basic	\$ (56,403)	\$ (302,891)	\$ (439,495)	\$ (681,175)
Change in fair value of contingent consideration common shares liability	29	—	331	—
Net loss, diluted	\$ (56,432)	\$ (302,891)	\$ (439,826)	\$ (681,175)
Denominator:				
Weighted average common shares outstanding, basic	52,240	48,770	51,244	48,330
Effect of dilutive securities:				
Contingent consideration common shares	6	—	6	—
Weighted average common shares outstanding, diluted	52,246	48,770	51,250	48,330
Basic and diluted net loss per share	\$ (1.08)	\$ (6.21)	\$ (8.58)	\$ (14.09)

The following potential common shares, presented based on amounts outstanding at each period end, were excluded from the calculation of diluted net loss per share for the periods presented because including them would have been anti-dilutive (in thousands):

	As of September 30, 2024	As of September 30, 2023
Warrants to purchase Class A common stock ⁽¹⁾	51,825	51,825
Outstanding stock options	691	211
Unvested RSUs	4,078	4,219
Earnout shares ⁽²⁾	3,796	3,808
Escrow shares ⁽³⁾	26	—
	<u>60,416</u>	<u>60,063</u>

(1) In connection with the Company's merger with Soaring Eagle Acquisition Corp. ("SRNG") on September 16, 2021, the Company assumed 34.5 million formerly publicly traded warrants ("Public Warrants") and 17.3 million private placement warrants (the "Private Placement Warrants"), initially issued in connection with SRNG's initial public offering. Each Warrant equals one-fortieth (1/40) of one share of Class A common stock (40 Warrants must be exercised for one share of Class A common stock).

(2) Represents earnout shares for which the service-based and/or market-based vesting conditions have not been satisfied.

(3) Represents restricted common stock issued in connection with asset acquisitions, held in escrow for indemnification purposes, and subject to forfeiture.

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14. Related Parties

The Company's significant transactions with its related parties are primarily comprised of revenue generating activities under collaboration and license agreements.

Significant related party transactions included in the condensed consolidated balance sheet are summarized below (in thousands):

	As of September 30, 2024	As of December 31, 2023
Deferred revenue, current and non-current:		
Allonnia	\$ 36,397	\$ 36,062
Arcaea	28,413	33,066
BiomEdit	7,711	7,712
Genomatica	1,099	2,018
Motif FoodWorks	—	45,426
Ayana Bio	—	56
Other equity investees	—	139
	<u>\$ 73,620</u>	<u>\$ 124,479</u>

Significant related party transactions included in the condensed consolidated statement of operations and comprehensive loss are summarized below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cell Engineering revenue:				
Motif FoodWorks	\$ 45,426	\$ 6,303	\$ 45,445	\$ 6,306
Allonnia	391	180	77	425
Genomatica	337	1,011	919	2,999
BiomEdit	268	632	70	2,410
Ayana Bio	237	326	687	961
Arcaea	—	—	4,653	5,669
Verb Biotics	—	70	—	588
Other equity investees	—	205	139	554
	<u>\$ 46,659</u>	<u>\$ 8,727</u>	<u>\$ 51,990</u>	<u>\$ 19,912</u>

Motif FoodWorks

In September 2018, the Company entered into (i) an Intellectual Property Contribution Agreement ("IPCA") with Motif that granted Motif a license to certain of the Company's intellectual property and (ii) a Technical Development Agreement ("TDA") that established the terms under which the Company was to provide technical development services. In return for the Company's contribution of intellectual property and access to its platform, the Company received shares of common stock in Motif. The initial fair value of the common stock investment in Motif was \$65.1 million, which has subsequently been reduced to a carrying value of zero as a result of the allocation of losses under the accounting for equity method investments.

The initial non-refundable fair value of the equity received, totaling \$65.1 million and considered non-cash consideration under ASC 606, was accounted for as material rights under ASC 606. The material rights pertained to Motif's license rights for a set of ingredients that the parties intended to develop within the first two years. This amount was recorded as deferred revenue for the future license rights and recognizable as revenue as the Company performed qualifying services for Motif, or when such rights expire upon termination of the agreements. As of December 31, 2023, the Company had a remaining

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deferred revenue balance of \$45.4 million with Motif under this arrangement. Effective in August 2024, the Motif IPCA and the TDA agreements were mutually terminated with no adjustment to the original consideration. As a result, the Company has no further obligation to perform services for Motif and, accordingly, the remaining \$45.4 million in deferred revenue under this arrangement has been recognized in full as revenue in the three and nine months ended September 30, 2024.

Refer to Note [5](#) for additional details on the Company's investments and equity method investments held in its related parties.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that reflect our plans, estimates and beliefs that involve risks and uncertainties. Actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed in Item 1A "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" elsewhere in this Quarterly Report on Form 10-Q and in our 2023 Annual Report on Form 10-K.

Overview

Our mission is to make biology easier to engineer.

Ginkgo is the leading horizontal platform for cell programming, providing flexible, end-to-end services that solve challenges for organizations across diverse markets, from food and agriculture to pharmaceuticals to industrial and specialty chemicals. Ginkgo's Biosecurity business is building a global infrastructure for biosecurity to empower governments, communities, and public health leaders to prevent, detect and respond to a wide variety of biological threats.

We use our platform to program cells on behalf of our customers. These "cell programs" are designed to enable biological production of products as diverse as novel therapeutics, key food ingredients, and chemicals currently derived from petroleum. Biology did not evolve by end market. All of these applications run on cells which have a common code—DNA—and a common programming platform can enable all of them. Because of this shared platform, we are able to drive scale and learning efficiencies while maintaining flexibility and diversity in our program areas. Ultimately, customers come to us because they believe we maximize the probability of successfully developing their products.

The foundation of our cell programming platform includes two core assets that execute a wide variety of cell programs for customers according to their specifications: our Foundry and our Codebase.

- Our Foundry is a highly automated, yet flexible, lab powered by proprietary automation and software to enable flexibility and scale. The Foundry automates lab workflows at high levels of abstraction, enabling users to generate potentially valuable datasets labeling broad genetic sequence design space with a wide range of functional data through modular design-build-test-learn cycles or campaigns. Our scale economic means that the Foundry's capacity to perform more and more diverse campaigns grows while the cost per campaign decreases. We call this scaling factor Knight's Law.
- Our Codebase is a data asset which accumulates as we operate our Foundry in service of customer projects. Our Codebase includes vast amounts of data at different levels of characterization and usability in engineering projects, including: proprietary libraries of genetic sequence data that can be used for pretraining large language models via unsupervised learning, experimental data for fine tuning task-specific generative artificial intelligence ("AI") models, as well as sequences and optimized host cells that can be directly reusable for different applications of cell engineering.

As the platform scales, we have observed a virtuous cycle between our Foundry, our Codebase, and the value we deliver to customers. We believe this virtuous cycle sustains Ginkgo's growth and differentiated value proposition.

- Foundry: As we take on more work in the Foundry, we benefit from scale economics, which over time may lead to lower program costs. We expect that these lower costs, in turn, will drive additional demand for our cell programming capabilities.
- Codebase: Cell programs also generate Codebase, which can drive better experimental direction and improve the odds of technical success, further increasing our customer value proposition, which we believe will result in additional demand.

Put simply: we believe that as we scale, the platform improves. We believe that this in turn yields better program execution and customer outcomes, ultimately driving more demand, which drives further investments in scale and platform improvements, and so on. We believe this positive feedback loop has the potential to drive compounding value creation in

the future, as new programs typically contribute to both near-term revenues and have the potential to add significant downstream economics and more positive impact.

Our cell programming business model mirrors the structure of our platform and we are compensated in two primary ways. First, we charge usage fees for services, in much the same way that cloud computing companies charge usage fees for utilization of computing capacity or contract research organizations charge for services. Additionally, we typically negotiate a value share with our customers (typically in the form of royalties, milestones, and/or equity interests) in order to align our economics with the success of the programs enabled by our platform. As we add new programs, our portfolio of programs with this “downstream” value potential grows. Commencing in the second quarter of 2024, we announced changes in commercial terms, including the removal of downstream value share from certain program types.

With a mission to make biology easier to engineer, we have always recognized the need to invest in biosecurity as a key component of our platform. We are building the future bioeconomy with our customers and partners, and we envision the future of biosecurity as a global immune system equipped with the capabilities to prevent, detect, and respond to biological threats. The first, critical step in realizing this future is to build a robust early warning system for biological threats—this is the primary focus of Ginkgo’s Biosecurity business.

Our biosecurity offering includes biomonitoring and bioinformatic support services internationally as well as domestically. We are currently offering biomonitoring and bioinformatic support services domestically through our partnership with the Centers for Disease Control and Prevention (“CDC”) and XpresCheck, and internationally such as through our international programs, including those in Qatar, Rwanda and Ukraine.

We operate in two reportable business segments:

- **Cell Engineering:** Consists of research and development (“R&D”) services performed under collaboration and license agreements relating to our cell programming platform. Our cell programming platform includes two core assets: the Foundry, highly efficient biology lab facilities, enabled by investment in proprietary workflows, custom software, robotic automation, and data science and analytics, which is paired with our Codebase, a collection of biological “parts” and a database of biological data used to program cells. The Cell Engineering segment includes costs incurred for the development, operation, expansion and enhancement of the Foundry and Codebase. Cell Engineering revenue is derived from service fees and downstream value share in the form of milestone payments, royalties or equity interests.
- **Biosecurity:** Consists of our end-to-end biomonitoring and bioinformatic support services primarily provided to public health authorities. Biosecurity revenue is derived from fees for data, analytics, and services. Before the fourth quarter of 2023, Biosecurity revenue was also derived from sales of test kits.

Generating Economic Value Through Cell Programs

Our cell programming platform is a key enabling technology and source of intellectual property for our customers’ products. We earn Cell Engineering revenue for our R&D services as well as generally through a share of the value of products created using our platform.

We typically structure Cell Engineering revenue to include some combination of the following:

- service fees, which may comprise cash and/or non-cash consideration, in the form of:
 - upfront payments upon consummation of an agreement or other fixed payments that are generally recognized over our period of performance;
 - reimbursement for costs incurred for R&D services;
 - milestone payments upon the achievement of specified technical criteria;

plus, when applicable,

- downstream value share payments in the form of:
 - milestone payments, which may comprise cash and/or non-cash consideration, upon the achievement of specified commercial criteria;
 - royalties on sales of products from or comprising engineered organisms;
 - royalties related to cost of goods sold reductions realized by our customers;
- or,
- downstream value share in the form of equity interests in our customer.
 - downstream value share in the form of equity interest appreciation is not recognized as revenue but is expected to contribute to future cash flows upon liquidation, the amount and timing of which is inherently unpredictable.

Customer arrangements which involve non-cash consideration generally fall into two categories: Platform Ventures and Structured Partnerships.

Platform Ventures

Platform Ventures enable Ginkgo to partner with leading multinationals and financial investors to form new ventures in identified market segments with potential to benefit from synthetic biology. In exchange for an equity position in the venture, we contribute license rights to our proprietary cell programming technology and intellectual property, while our partners contribute relevant industry expertise, other resources and venture funding. We also provide R&D services for which we receive cash consideration on a fixed-fee or cost-plus basis. Platform Ventures include:

Motif FoodWorks, Inc.

Founded in 2018, Motif FoodWorks, Inc. (“Motif”) was formed to focus on the application of synthetic biology to reduce the reliance on animal products in the food industry. We entered into (i) an Intellectual Property Contribution Agreement (“IPCA”) with Motif that granted Motif a license to certain of our intellectual property and (ii) a Technical Development Agreement (“TDA”) that established the terms under which we provided technical development services. In return for our contribution of intellectual property and access to our platform, we received shares of common stock in Motif. The initial fair value of the common stock investment in Motif was \$65.1 million, which has subsequently been reduced to a carrying value of zero as a result of the allocation of losses under the accounting for equity method investments.

The initial non-refundable fair value of the equity received, totaling \$65.1 million and considered non-cash consideration under ASC 606, was accounted for as material rights under ASC 606. The material rights pertained to Motif's license rights for a set of ingredients that Motif intended for us to develop within the first two years. This amount was recorded as deferred revenue for the future license rights and recognizable as revenue as we performed qualifying services for Motif, or when such rights expire upon termination of the agreements. As of December 31, 2023, we had a remaining deferred revenue balance of \$45.4 million with Motif under this arrangement. Effective in August 2024, the Motif IPCA and the TDA agreements were mutually terminated with no adjustment to the original consideration. As a result, we have no further obligation to perform services for Motif and, accordingly, the remaining \$45.4 million in deferred revenue under this arrangement has been recognized in full as revenue in the three and nine months ended September 30, 2024. We separately disclose all the non-cash portion of our revenue in the results of operations section below.

Allonnia, LLC

Founded in 2019, Allonnia, LLC (“Allonnia”) was formed to focus on the application of synthetic biology in the waste bioremediation and biorecovery industries. We entered into an intellectual property contribution agreement that granted Allonnia rights to our intellectual property, subject to mutually agreed upon technical development plans. In return for our contribution of intellectual property and access to our platform, we received common units in Allonnia with a right to additional units subject to additional closings of Allonnia's Series A preferred units. The initial fair value of our common units received in Allonnia was \$24.5 million, subsequently increased by \$12.7 million in 2021, all of which has been reduced to a carrying value of zero as a result of the allocation of losses under our accounting for equity method investments. Allonnia was capitalized through Series A preferred unit financings that raised approximately \$52 million in gross proceeds from an investor group which included certain of our investors and Battelle Memorial Institute. In 2023, Allonnia raised an additional \$30 million through a Series A extension. Ginkgo also entered into a Technical Development

Agreement with Allonnia under which we provide R&D services in return for cash consideration on a fixed fee or cost-plus basis.

Arcaea, LLC

Founded in 2021, Arcaea, LLC (“Arcaea”) was formed to focus on the application of synthetic biology in the beauty and personal care products industry. In March 2021, we entered into an intellectual property contribution agreement that granted Arcaea rights to our intellectual property, subject to mutually agreed upon technical development plans. In return for our contribution of intellectual property and access to our platform, we received common units in Arcaea with a right to additional units subject to additional closings of Arcaea’s Series A preferred units. The initial fair value of our common units received in Arcaea was \$11.9 million, which has subsequently been reduced to a carrying value of zero as a result of the allocation of losses under our accounting for equity method investments. Arcaea was capitalized through a Series A preferred unit financing that raised approximately \$77 million in gross proceeds from an investor group which included certain of our investors, CHANEL and Givaudan. Upon the closing of the Series A preferred unit financing in July 2021, we received an additional 5.2 million common units in Arcaea. The fair value of our Arcaea common units received in July 2021 of \$35.5 million has subsequently been reduced to a carrying value of zero as a result of the allocation of losses under our accounting for equity method investments. Ginkgo also entered into a Technical Development Agreement with Arcaea under which we provide R&D services in return for cash consideration on a fixed fee or cost-plus basis.

Ayana Bio, LLC

Founded in September 2021, Ayana Bio, LLC (“Ayana”) was formed to identify and design new bioactive compounds for use as complementary medicine to support human health and wellness. Ayana was capitalized through a Series A funding that raised \$30 million in gross proceeds from an investor group comprising certain of our investors. We hold an interest in 9.0 million common units (representing 100% of common units at inception) of Ayana and have also provided Ayana with certain licenses to our intellectual property for use in the development or production of products that we have agreed to research and develop under technical development plans. Prior to the third quarter of 2022, we consolidated Ayana as a variable interest entity. In the third quarter of 2022, we deconsolidated Ayana and began accounting for our retained investment in Ayana as an equity method investment. The initial carrying value of the equity method investment in Ayana was equal to the fair value of our retained interest of \$16.0 million as of the deconsolidation date, which has been subsequently reduced to a carrying value of zero due to a basis difference associated with in-process research and development identified as part of the initial accounting for the equity method investment. Ginkgo also entered into a Technical Development Agreement with Ayana under which we provide R&D services in return for cash consideration on a fixed fee or cost-plus basis.

Verb Biotics, LLC

Founded in September 2021, Verb Biotics, LLC (“Verb”) was formed to identify and design new strains of probiotic bacteria with advanced properties for human nutrition, health, and wellness. Verb was capitalized through a Series A funding that raised \$30 million in gross proceeds from an investor group comprising certain of our investors. We hold an interest in 9.0 million common units (representing 100% of common units at inception) of Verb and have also provided Verb with certain licenses to our intellectual property for use in the development or production of products that we have agreed to research and develop under technical development plans. Prior to the first quarter of 2022, we consolidated Verb as a variable interest entity. In the first quarter of 2022, we deconsolidated Verb and began accounting for our retained investment in Verb as an equity method investment. The initial carrying value of the equity method investment in Verb was equal to the fair value of our retained interest of \$15.9 million as of the deconsolidation date, which has been subsequently reduced to a carrying value of zero due to a basis difference associated with in-process research and development identified as part of the initial accounting for the equity method investment. Ginkgo also entered into a Technical Development Agreement with Verb under which we provide R&D services in return for cash consideration on a fixed fee or cost-plus basis.

BiomEdit, LLC

Founded in April 2022, BiomEdit, LLC (“BiomEdit”) was formed to discover, design and develop novel probiotics, microbiome derived bioactives and engineered microbial medicines in the animal health industry. BiomEdit was capitalized through a Series A preferred unit financing that raised approximately \$32.5 million in gross proceeds from an investor group which included one of our investors. In April 2022, we entered into an intellectual property contribution agreement that granted BiomEdit rights to our intellectual property, subject to mutually agreed upon technical development

plans and, in return, we received 3.9 million voting common units in BiomEdit. In addition, Elanco Animal Health also contributed intellectual property in exchange for 3.9 million non-voting common units in BiomEdit. The initial fair value of our common units received in BiomEdit was \$8.9 million, subsequently increased by \$1.1 million in the first quarter of 2023, all of which has been reduced to a carrying value of zero as a result of the allocation of losses under our accounting for equity method investments. Ginkgo also entered into a Technical Development Agreement with BiomEdit under which we provide R&D services in return for cash consideration on a fixed fee or cost-plus basis.

Structured Partnerships

Structured Partnerships allow Ginkgo to: (i) partner with early stage synthetic biology product companies to adopt our Foundry as their cell programming R&D platform, in which we offer flexible commercial terms on the service fees including the ability to pay a portion or all of such upfront fees in the form of non-cash consideration (convertible financial instruments and/or equity securities), in addition to downstream value share consideration (“Startup Structured Partnership”); and (ii) partner with existing entities with complementary assets for high potential synthetic biology applications in a large-scale, multi-program collaboration (“Legacy Structured Partnership”). In the three and nine months ended September 30, 2023, we entered into zero and six, respectively, Startup Structured Partnerships and received prepayments of service fees in the form of equity securities or convertible financial instruments totaling \$17.0 million that is recognized as revenue over our period of performance. In the three and nine months ended September 30, 2024, we did not enter into any new Startup Structured Partnerships. Our Legacy Structured Partnerships are described below:

Genomatica, Inc.

Genomatica, Inc. (“Genomatica”) is a biotechnology company specializing in the development and manufacturing of intermediate and specialty chemicals from both sugar and alternative feedstocks. In 2016 and 2018, we acquired preferred stock in Genomatica with an aggregate investment value of \$55.0 million in exchange for cash and committed R&D services. The carrying value of the investment was \$7.0 million as of September 30, 2024, reflective of impairment losses recognized through that date.

Synlogic, Inc.

Synlogic, Inc. (“Synlogic”) is a publicly traded clinical-stage biopharmaceutical company focused on advancing drug discovery and development for synthetic biology-derived medicines. In 2019, we entered into several agreements with Synlogic whereby we purchased Synlogic common stock and warrants to purchase Synlogic common stock and agreed to provide R&D services to Synlogic. At inception, the fair value of Synlogic common stock and warrants was recorded at \$35.8 million and \$14.4 million, respectively. On February 8, 2024, Synlogic announced its decision to cease operations and evaluate strategic options for the company. Effective in the second quarter of 2024, we no longer provide R&D services to Synlogic. As of September 30, 2024, the fair value of Synlogic common stock and warrants was \$0.6 million and \$0.3 million, respectively.

See Note 5 of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further details of our investments in and the material terms of our agreements with our Platform Ventures and Structured Partnerships.

Key Business Metrics

A cell program (or “program”) is the work we do for our customers to enable their product(s) of interest. Programs are defined by a technical development plan or objective. We generally exclude proof-of-concept projects and other exploratory work undertaken on a customer’s behalf from the program count. In the near-term, programs typically deliver multi-year revenue from service fees. Over the long-term, program growth drives a physical infrastructure scale economic

through our Foundry, a data and learning scale economic through our Codebase and accumulation of potential downstream value share. Our key business metrics comprise New Programs, Current Active Programs, and Cumulative Programs.

	Three Months Ended September 30,		Nine Months Ended September 30,		LTM ⁽¹⁾
	2024	2023	2024	2023	2024
New Programs	11	21	38	55	61
Current Active Programs	136	116	162	139	169
Cumulative Programs	280	219	280	219	280

(1) Last twelve months ended September 30, 2024

New Programs

New Programs represent the number of unique programs commenced within the reporting period. As new programs typically have multi-year durations, we view this metric as an indication of future Cell Engineering revenue growth.

Current Active Programs

Current Active Programs represent the number of unique programs for which we performed R&D services in the reporting period. We view this metric as an indication of current period and future Cell Engineering revenue.

Cumulative Programs

Cumulative Programs represent the cumulative number of unique programs Ginkgo has commenced. We view this metric as an indication of our competitive advantage and as a leading indicator of the mid- to long-term potential economic value derived from downstream value share arrangements. The cumulative number of programs also contributes to Codebase, which accumulates with each additional program we conduct over time and drives better experimental direction and improves the odds of technical success in current and future programs.

We believe the preceding metrics are important to understand our current business. These metrics may change or be substituted for additional or different metrics as our business develops. For example, as our program mix changes, our data gathering abilities expand or our understanding of key business drivers develops, we anticipate updating these metrics or their definitions to reflect such changes.

Components of Results of Operations

Revenue

Cell Engineering Revenue

We generate Cell Engineering revenue through the execution of license and collaboration agreements whereby customers obtain license rights to our proprietary technology and intellectual property for use in the development and commercialization of engineered organisms and derived products. Under these agreements, we typically provide R&D services for cell programming with the goal of producing an engineered cell that meets a mutually agreed specification. Our customers obtain license rights to the output of our services, which are primarily the optimized strains or cell lines, in order to manufacture and commercialize products derived from that licensed strain or cell line. Generally, the terms of these agreements provide that we receive some combination of: (1) service fees in the form of (i) upfront payments upon consummation of the agreement or other fixed payments, (ii) reimbursement for costs incurred for R&D services and (iii) milestone payments upon the achievement of specified technical criteria, plus (2) downstream value share payments in the form of (i) milestone payments upon the achievement of specified commercial criteria, (ii) royalties on sales of products from or comprising engineered organisms arising from the collaboration or licensing agreement and/or (iii) royalties related to cost of goods sold reductions realized by our customers. Royalties did not comprise a material amount of our revenue during any of the periods presented.

Cell Engineering revenue includes transactions with Platform Ventures and Legacy Structured Partnerships where, as part of these transactions, we received an equity interest in such entities. Specifically related to the Platform Ventures, in these transactions, we received upfront non-cash consideration in the form of common equity interests in these entities, while the Platform Ventures each received cash equity investments from strategic partners and financial investors. We view the upfront non-cash consideration as prepayments for licenses which will be granted in the future as we complete mutually agreed upon technical development plans. In these instances, we also receive cash consideration for the R&D services

performed by us on a fixed fee or cost-plus basis. We are not compensated through additional milestone or royalty payments under these arrangements. Our transactions with Genomatica and Synlogic included the purchase of equity securities and the provision of R&D services. As we perform R&D services under the mutually agreed upon development plans, we recognize a reduction in the prefunded obligation on a cost-plus basis. These arrangements are further described in Notes [5](#), [6](#), and [14](#) of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Cell Engineering revenue also includes transactions with Startup Structured Partnerships where, as part of these transactions, we received upfront non-cash consideration in the form of current equity interests or financial instruments that are convertible into equity upon a triggering event. We grant the customer a prepaid Cell Engineering services credit in exchange for the upfront non-cash consideration, which can be drawn down as payment for R&D services performed under mutually agreed upon development plans.

Downstream value share in the form of equity interest appreciation is not recognized as revenue but is expected to contribute to future cash flows upon liquidation, the amount and timing of which is inherently unpredictable. The initial fair market value of the equity interests received may also decrease after contract inception and the amount of cash proceeds eventually realized may be less than the revenue recognized. Equity investments are accounted for under the equity method, cost method or are carried at fair value.

Commencing in the second quarter of 2024, we announced changes in commercial terms applicable to some customer contracts, including new intellectual property terms in favor of customers and the removal of downstream value share from certain program types in many circumstances. Our end-to-end Cell Engineering solutions offering is expected to continue to maintain downstream value share.

In the third quarter of 2024, we launched several new customer offerings, including Ginkgo Datapoints, an artificial intelligence (AI) model application programming interface (API), and lab automation solutions. Ginkgo Datapoints' data generation products provide large, biological datasets for customers to train their AI models. Our model API provides users with access to both publicly available models and Ginkgo's own protein sequence large language model (LLM) trained on Ginkgo's proprietary datasets. Our lab automation solutions combines modular hardware, control software and managed support to provide customers the ability to automate their own lab workflows in house.

There has been no material impact on our revenue recognition policies to date from the announced changes in our new commercial terms and Cell Engineering offerings.

Biosecurity Revenue

We offer biomonitoring and bioinformatic support services internationally as well as domestically. We are currently offering biomonitoring and bioinformatic support services domestically through our partnerships with the CDC and XpresCheck, and internationally through our international programs, including those in Qatar, Rwanda and Ukraine. We are also engaged in a series of smaller partnerships that generate revenues through biosecurity services and R&D.

We generate service revenue through the sale of our end-to-end biomonitoring and bioinformatic support services. These service offerings generally consist of multiple promised goods and services including, but not limited to, sample collection, sample storage and transportation, outsourced laboratory analysis, access to results reported through a web-based portal, analytical reporting of results, and overall program management. Before the fourth quarter of 2023, we generated product revenue by selling lateral flow assay ("LFA") diagnostic test kits, polymerase chain reaction ("PCR") sample collection kits, and pooled test kits associated with COVID-19 tests to customers on a standalone basis.

In general, these agreements stipulate that we are entitled to compensation for service revenue as services are performed and for product revenue upon delivery of diagnostic test kits. The timing of revenue recognition depends on the identified performance obligations but is generally recognized ratably over time or as results are reported to the customer.

Costs and Operating Expenses

Cost of Biosecurity Product Revenue

Prior to the fourth quarter of 2023, the cost of Biosecurity product revenue consisted of costs associated with the sale of diagnostic and sample collection test kits, which included costs incurred to purchase test kits from third parties.

Cost of Biosecurity Service Revenue

The cost of Biosecurity service revenue consists of costs related to our end-to-end pathogen testing, sequencing, and analysis services. This includes costs incurred for sample collection equipment and materials, outsourced laboratory analysis, access to results reported through our proprietary web-based portal, and reporting of results to public health authorities. Additionally, the cost of Biosecurity service revenue includes direct labor cost associated with bioinformatics, lab network management, delivery logistics, and customer support.

Research and Development Expenses

The nature of our business, and primary focus of our activities, generates a significant amount of R&D expenses. R&D expenses represent costs incurred by us for the following:

- development, operation, expansion and enhancement of our Foundry and Codebase; and
- development of new offerings, such as Biosecurity.

The activities above incur the following expenses:

- laboratory supplies, consumables and related services provided under agreements with third parties and in-licensing arrangements;
- personnel compensation and benefits; and
- rent, facilities, depreciation, software, professional fees and other direct and allocated overhead expenses.

We expense R&D expenses as incurred. We experienced lower R&D costs in the third quarter of 2024 compared to the first two quarters of 2024 and comparable 2023 periods primarily resulting from our restructuring plan announced and commenced in the second quarter of 2024 as we rationalize our current development programs and prioritize our investments in our Foundry, Codebase, AI and new offerings. The nature, timing, and estimated costs required to support our growth will be dependent on advances in technology, our ability to attract new customers, and the rate of market penetration within our existing customer industries.

General and Administrative Expenses

General and administrative (“G&A”) expenses consist primarily of costs for personnel in executive, business development, finance, human resources, legal and other corporate administrative functions. G&A expenses also include professional legal services fees and costs incurred relating to litigation, corporate, intellectual property and patent matters, professional fees incurred for accounting, auditing, tax and administrative consulting services, insurance costs, facility-related costs not otherwise included in R&D expenses, and asset impairments.

We experienced lower G&A costs in the third quarter of 2024 compared to the first two quarters of 2024 and comparable 2023 periods primarily resulting from our restructuring plan announced and commenced in the second quarter of 2024 as we commenced lowering our operational overhead. Conversely, we intend to maintain a strategic and opportunistic approach regarding inorganic G&A expenses arising from mergers, acquisitions, and other inorganic growth initiatives.

Impairment of Lease Assets

Impairment of lease assets relates to impairment losses recognized on a right-of-use asset and the related leasehold improvements associated with an exited Zymergen leased facility.

Goodwill Impairment

In the second quarter of 2024, we fully impaired the goodwill attributable to our Cell Engineering reporting unit. Refer to further discussion within “Critical Accounting Estimates”.

Restructuring Charges

Restructuring charges are related to our restructuring plan, which was announced and initiated in the second quarter of 2024. These charges primarily consist of severance and other employee termination costs from a reduction in force that commenced in June 2024, as well as the impairment of a right-of-use asset due to facilities consolidation, including sublease of certain facilities.

Additional details are included in Note 3, Restructuring, of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Interest Income, Net

Interest income, net consists primarily of interest earned on our cash and cash equivalents.

Loss on Equity Method Investments

Loss on equity method investments includes our share of losses from certain of our equity method investments under the hypothetical liquidation at book value (“HLBV”) method.

Loss on Investments

Loss on investments includes the change in fair value of our marketable equity securities in publicly traded companies and impairment losses recognized on non-marketable equity securities in privately held companies.

Loss on Deconsolidation of Subsidiary

Loss on deconsolidation of subsidiary pertains to our deconsolidation of our former foreign subsidiary Altar SAS (“Altar”) in the third quarter of 2024 as a result of a sale.

Change in Fair Value of Warrant Liabilities

Change in fair value of warrant liabilities includes the change in fair value of private placement warrants (“Private Placement Warrants”) and publicly traded warrants (“Public Warrants”), which are classified as liabilities and were assumed as part of the SRNG Business Combination. Warrant liabilities are marked to market at each balance sheet date.

Other Income, Net

Other income, net primarily consists of sublease rent income and changes in fair value of notes receivable that we elected to account for under the fair value option.

Provision for Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes*, which provides for deferred taxes using an asset and liability approach. We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. A valuation allowance against deferred tax assets is recorded if, based on the weight of the available evidence, it is more likely than not that some or all the deferred tax assets will not be

realized. For all periods presented, we have recorded a valuation allowance against the deferred tax assets that are not expected to be realized.

We account for uncertain tax positions using a more-likely-than-not threshold for recognizing and resolving uncertain tax positions. The evaluation of uncertain tax positions is based on factors, including, but not limited to, changes in the law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity and changes in facts or circumstances related to a tax position.

Income taxes are determined at the applicable tax rates adjusted for non-deductible expenses, R&D tax credits and other permanent differences. Our income tax provision may be significantly affected by changes to our estimates.

Results of Operations

Comparison of the Three and Nine Months Ended September 30, 2024 and 2023

The following table presents the result of operations for the periods indicated:

(in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2024	2023	Change	2024	2023	Change
Cell Engineering revenue	\$ 75,089	\$ 37,176	\$ 37,913	\$ 139,183	\$ 116,555	\$ 22,628
Biosecurity revenue:						
Product	—	6,495	(6,495)	—	28,949	(28,949)
Service	13,957	11,759	2,198	44,013	71,196	(27,183)
Total revenue	89,046	55,430	33,616	183,196	216,700	(33,504)
Costs and operating expenses:						
Cost of Biosecurity product revenue	—	906	(906)	—	7,481	(7,481)
Cost of Biosecurity service revenue	9,987	6,017	3,970	30,996	39,913	(8,917)
Cost of other revenue	2,016	—	2,016	3,930	—	3,930
Research and development ⁽¹⁾	77,006	156,662	(79,656)	347,684	463,583	(115,899)
General and administrative ⁽¹⁾	52,292	82,028	(29,736)	188,864	295,802	(106,938)
Impairment of lease assets	—	96,210	(96,210)	—	96,210	(96,210)
Goodwill impairment	—	—	—	47,858	—	47,858
Restructuring charges	2,949	—	2,949	20,015	—	20,015
Total operating expenses	144,250	341,823	(197,573)	639,347	902,989	(263,642)
Loss from operations	(55,204)	(286,393)	231,189	(456,151)	(686,289)	230,138
Other income (expense):						
Interest income, net	9,251	15,020	(5,769)	31,275	43,914	(12,639)
Loss on equity method investments	—	—	—	—	(1,516)	1,516
Loss on investments	(6,912)	(36,324)	29,412	(16,282)	(44,815)	28,533
Loss on deconsolidation of subsidiary	(7,013)	—	(7,013)	(7,013)	—	(7,013)
Change in fair value of warrant liabilities	1,528	1,891	(363)	5,701	(1,387)	7,088
Other income, net	1,572	2,893	(1,321)	2,821	9,045	(6,224)
Total other income (expense)	(1,574)	(16,520)	14,946	16,502	5,241	11,261
Loss before income taxes	(56,778)	(302,913)	246,135	(439,649)	(681,048)	241,399
Income tax expense (benefit)	(375)	(22)	(353)	(154)	127	(281)
Net loss	\$ (56,403)	\$ (302,891)	\$ 246,488	\$ (439,495)	\$ (681,175)	\$ 241,680

(1) The following table presents the allocation of stock-based compensation expense, inclusive of employer payroll taxes. Stock-based compensation expense during the three months ended September 30, 2024, was partially offset by a \$10.9 million expense reversal

resulting from the forfeiture of RSUs related to our restructuring plan. Of the total reversal, \$8.8 million was recorded to research and development expenses and \$2.1 million was recorded to general and administrative expenses.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development	\$ 3,214	\$ 33,976	\$ 48,028	\$ 122,086
General and administrative	10,799	19,671	46,608	69,238
Total	\$ 14,013	\$ 53,647	\$ 94,636	\$ 191,324

Cell Engineering Revenue

Cell Engineering revenue increased by \$37.9 million and \$22.6 million in the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. The increase was primarily attributable to the progress of Current Active Programs with existing and new customers, including the recognition of \$45.4 million in non-cash revenue from the release of the deferred revenue balance associated with the terminated Motif contract in the third quarter of 2024. Additionally, revenue increased due to the launch of New Programs and was partially offset by the completion of certain programs.

As discussed above in Components of Results of Operations, Cell Engineering revenue comprises both cash and non-cash consideration. Cell Engineering revenue recognized relating to non-cash consideration increased from \$16.9 million in the three months ended September 30, 2023 to \$48.0 million in the three months ended September 30, 2024, and from \$46.6 million in the nine months ended September 30, 2023 to \$60.1 million in the nine months ended September 30, 2024. The increase was due to the recognition of \$45.4 million in non-cash revenue from the release of the deferred revenue balance associated with the terminated Motif contract in the third quarter of 2024, partially offset by lower non-cash revenue from other customers.

In the three months ended September 30, 2024, 11 New Programs commenced, compared to 21 New Programs in the same period in 2023. The number of Current Active Programs rose to 136, compared to 116 in the prior year period. Cumulative Programs increased to 280 from 219 over the same period. Additionally, the number of customers grew to 81, up from 76 in the prior year period.

In the nine months ended September 30, 2024, 38 New Programs commenced, compared to 55 New Programs in the same period in 2023. The number of Current Active Programs rose to 162, compared to 139 in the prior year period. Cumulative Programs increased to 280 from 219 over the same period. Additionally, the number of customers grew to 91, up from 84 in the prior year period.

While the majority of Cell Engineering revenue today is made up of service fees, as we increase Cumulative Programs and to the extent our customers successfully commercialize products built on our platform, downstream value share is expected to comprise a larger proportion of Cell Engineering revenue. Downstream value share in the form of equity interest appreciation is not recognized as revenue but is expected to contribute to future cash flows upon liquidation of these equity interests, the amount and timing of which is inherently unpredictable. The initial fair market value of the equity interests received may also decrease after contract inception and the amount of cash proceeds eventually realized may be less than the revenue recognized.

Biosecurity Revenue

Biosecurity revenue decreased \$4.3 million in the three months ended September 30, 2024 compared to the same period in 2023 and was comprised of a decrease in product revenue of \$6.5 million offset by an increase in service revenue of \$2.2 million.

Biosecurity revenue decreased \$56.1 million in the nine months ended September 30, 2024 compared to the same period in 2023 and was comprised of a decrease in product revenue of \$28.9 million and a decrease in service revenue of \$27.2 million.

The decreases in revenue between periods is attributable to the end of our COVID-19 testing in schools in the third quarter of 2023, partially offset by new expanded offerings of biomonitoring and bioinformatic support services in the 2024 periods.

Since the end of the COVID-19 public health emergency in May 2023, we shifted our Biosecurity business focus to developing scalable biosecurity infrastructure and delivering global surveillance programs and analytics services. Biosecurity revenue in the nine months ended September 30, 2024 was comprised of our expanded offerings of biomonitoring and bioinformatic support services. Through our partnerships, we operate programs for collections, testing, sequencing, and insights delivery on pathogen samples in different countries.

Cost of Biosecurity Product and Service Revenue

Cost of Biosecurity product and service revenue increased \$3.1 million in the three months ended September 30, 2024 compared to the same period in 2023. The increase was driven by growth in our expanded offerings of biomonitoring and bioinformatic support services since the conclusion of our COVID-19 testing in schools in the third quarter of 2023.

Cost of Biosecurity product and service revenue decreased \$16.4 million in the nine months ended September 30, 2024 compared to the same period in 2023. The decrease was driven by the end of our COVID-19 testing in schools in the third quarter of 2023 and the transition of our Biosecurity business to global surveillance programs and analytic services.

Research and Development Expenses

Our research and development expenses principally relate to the development of new offerings and the operation, expansion and enhancement of our existing service offerings utilizing our proprietary platform, which includes our Foundry and Codebase assets, to our cell engineering customers. Our research personnel costs, including stock-based compensation, is our largest expense, aggregating \$31.2 million and \$152.5 million for the three and nine months ended September 30, 2024, respectively, and \$70.5 million and \$239.8 million for the three and nine months ended September 30, 2023, respectively. We also acquired and expensed in-process research and development through the issuance of our equity, aggregating \$19.8 million and \$4.0 million for the nine months ended September 30, 2024 and 2023, respectively. Our remaining research and development costs are comprised primarily of rent and related facilities costs, information technology costs, depreciation pertaining to facilities and equipment, laboratory consumables, contract services and routine costs and fees.

Research and development expenses decreased by \$79.7 million in the three months ended September 30, 2024, compared to the same period in 2023. This decrease was primarily due to a reduction in stock-based compensation expense of \$29.7 million (inclusive of employer payroll taxes) and the deconsolidation of our former subsidiary, Zymergen Inc. (“Zymergen”), in the fourth quarter of 2023 (\$20.5 million). Additionally, there were decreases in lab equipment impairment of \$12.3 million, personnel-related compensation and benefits expense of \$4.8 million, software and technology expense of \$2.9 million, professional fees of \$2.8 million, and laboratory supplies of \$1.4 million.

Research and development expenses decreased by \$115.9 million in the nine months ended September 30, 2024, compared to the same period in 2023. This decrease was primarily due to a reduction in stock-based compensation expense of \$70.4 million (inclusive of employer payroll taxes) and the deconsolidation of Zymergen (\$50.5 million). Additionally, there were decreases in professional fees of \$11.4 million, lab equipment impairment of \$12.3 million, and temporary labor and contractors of \$2.2 million. These decreases were partially offset by an increase in acquired in-process research and development costs of \$15.9 million, rent and related facilities costs of \$11.4 million, software and technology expense of \$6.0 million, laboratory supplies of \$3.3 million, and outside service costs of \$3.1 million. Increases in research and development expenses supported the growth of Cell Engineering capabilities prior to the commencement of the restructuring.

General and Administrative Expenses

General and administrative expenses decreased \$29.7 million in the three months ended September 30, 2024, compared to the same period in 2023. The decrease was primarily due to the deconsolidation of Zymergen (\$17.4 million) and a reduction in stock-based compensation expense of \$8.7 million (inclusive of employer payroll taxes). Additionally, there were decreases in professional fees of \$8.8 million and temporary labor and contractors of \$2.4 million. These decreases were partially offset by an increase in rent and related facilities costs of \$8.3 million from a new facility lease that commenced in the second quarter of 2024.

General and administrative expenses decreased \$106.9 million in the nine months ended September 30, 2024, compared to the same period in 2023. The decrease was primarily due to the deconsolidation of Zymergen (\$72.8 million) and a reduction in stock-based compensation expense of \$20.7 million (inclusive of employer payroll taxes). Additionally, there were decreases in professional fees of \$22.7 million and the change in fair value of contingent consideration liabilities resulting from acquisitions of \$6.5 million, partially offset by an increase in personnel-related compensation and benefits

expense of \$11.0 million and rent and related facilities costs of \$8.3 million from a new facility lease that commenced in the second quarter of 2024.

Impairment of Lease Assets

In the three and nine months ended September 30, 2023, we recognized an impairment loss of \$96.2 million related to a right-of-use asset and the associated leasehold improvements for an exited Zymergen leased facility. During the third quarter of 2023, Zymergen ceased use of and vacated the leased space, which triggered an impairment analysis and resulted in a write-down of the carrying value of the assets to their estimated fair value.

Goodwill Impairment

During the nine months ended September 30, 2024, we recorded goodwill impairment expense of \$47.9 million related to our Cell Engineering reporting unit, further discussed within “Critical Accounting Estimates” below.

Restructuring Charges

During the three and nine months ended September 30, 2024, we incurred restructuring charges of \$2.9 million and \$20.0 million, respectively, in connection with our restructuring plan announced and commenced in the second quarter of 2024, primarily in the Cell Engineering segment. These charges primarily consisted of employee termination costs from the reduction in force commenced in June 2024 and the impairment of a right-of-use asset relating to facilities consolidation. See Note 3 of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further details.

Interest Income, Net

Interest income, net decreased \$5.8 million and \$12.6 million in the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. The decrease was primarily due to lower average cash balances in interest bearing accounts.

Loss on Equity Method Investments

Loss on equity method investments was zero and \$1.5 million for the three and nine months ended September 30, 2023, respectively. No loss on equity method investments was recognized in 2024.

In the nine months ended September 30, 2023, we recorded a \$1.5 million loss on our equity method investment in BiomEdit, representing our share of the investee’s losses under the HLBV method and the fair value of the additional equity we received in BiomEdit of \$1.1 million in the first half of 2023, which was reduced to zero during the period as a result of the application of the HLBV method.

Under the HLBV method, we absorb losses as a common unit holder prior to preferred unit holders due to a substantive profit-sharing agreement where the preferred unit holders receive preferential distribution rights. Because we have no commitment to fund the losses of our equity method investees, no further losses on these investments were recognized during the periods presented.

Loss on Investments

Loss on investments was \$6.9 million and \$36.3 million for the three months ended September 30, 2024 and 2023, respectively, and \$16.3 million and \$44.8 million for the nine months ended September 30, 2024 and 2023, respectively. In the 2023 periods, we recorded higher impairment losses on our non-marketable equity securities compared to the comparable 2024 periods.

Loss on Deconsolidation of Subsidiary

In the third quarter of 2024, we recorded a \$7.0 million loss on our deconsolidation of our former foreign subsidiary Altar as a result of a sale.

Change in Fair Value of Warrant Liabilities

The change in fair value of warrant liabilities was a gain of \$1.5 million and \$1.9 million for the three months ended September 30, 2024 and 2023, respectively, and a gain of \$5.7 million and a loss of \$1.4 million for the nine months ended September 30, 2024 and 2023, respectively. The change in fair value of warrant liabilities is primarily driven by fluctuations in the value of our common stock. Increases or decreases in the value of our common stock result in a loss or gain, respectively, in the fair value of warrant liabilities.

Other Income, Net

Other income, net decreased by \$1.3 million and \$6.2 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, primarily due to a decrease in sublease rent income as a result of the deconsolidation of Zymergen.

Non-GAAP Information

In addition to our results determined in accordance with GAAP, we use earnings before interest, taxes, depreciation and amortization (“EBITDA”) and Adjusted EBITDA internally to evaluate our performance and make financial and operational decisions. We believe these non-GAAP measures, when viewed with our GAAP results, may be helpful to investors in assessing our operating performance.

We define EBITDA as net loss attributable to Ginkgo Bioworks Holdings, Inc. stockholders before the impact of interest income, interest expense, provision for income taxes and depreciation and amortization.

We define Adjusted EBITDA as EBITDA adjusted for stock-based compensation expense, gain or loss on equity method investments, gain or loss on investments, change in fair value of warrant liabilities, gain or loss on deconsolidation of subsidiaries, transaction and integration costs associated with planned, completed or terminated mergers and acquisitions, including related litigation costs, restructuring and impairment charges (inclusive of impairments of goodwill and long-lived assets), costs associated with the bankruptcy filing of our former subsidiary, Zymergen (the “Zymergen Bankruptcy”), and certain other income and expenses. We believe that the use of EBITDA and Adjusted EBITDA provides an additional tool for investors to use in evaluating ongoing operating results and trends because it eliminates the effect of financing activities, investing activities, and certain non-cash charges and other items that are not related to our core operating performance or affect comparability period over period.

Beginning in the second quarter of 2024, we updated our definition of Adjusted EBITDA to no longer exclude the impact of acquired in-process research and development expenses. The comparable periods in 2023 and the first quarter of 2024 have been recast to conform to the revised definition.

Our non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by future income or future expenses similar to those excluded when calculating these measures. Our computation of these measures, especially Adjusted EBITDA, may not be comparable to similarly titled measures of other companies because not all companies calculate these measures in the same way. We compensate for these limitations by providing a reconciliation of EBITDA and Adjusted EBITDA to their most directly comparable GAAP financial measure.

The following table reconciles net loss to EBITDA and Adjusted EBITDA for the three and nine months ended September 30, 2024 and 2023:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss ⁽¹⁾	\$ (56,403)	\$ (302,891)	\$ (439,495)	\$ (681,175)
Interest income, net	(9,251)	(15,020)	(31,275)	(43,914)
Income tax expense (benefit)	(375)	(22)	(154)	127
Depreciation and amortization	17,171	21,060	47,368	57,670
EBITDA	(48,858)	(296,873)	(423,556)	(667,292)
Stock-based compensation ⁽²⁾	14,013	53,647	94,636	191,324
Impairment expense ⁽³⁾	—	112,403	47,858	121,404
Restructuring charges ⁽⁴⁾	2,949	—	20,015	—
Merger and acquisition related expenses ⁽⁵⁾	(796)	12,253	6,110	43,127
Loss on equity method investments	—	—	—	1,516
Loss on investments	6,912	36,324	16,282	44,815
Loss on deconsolidation of subsidiary	7,013	—	7,013	—
Change in fair value of warrant liabilities	(1,528)	(1,891)	(5,701)	1,387
Change in fair value of convertible notes	281	317	1,127	121
Adjusted EBITDA ⁽¹⁾	\$ (20,014)	\$ (83,820)	\$ (236,216)	\$ (263,598)

- (1) All periods include non-cash revenue when earned, including \$45.4 million in the three and nine months ended September 30, 2024, recognized pursuant to the termination of revenue contracts with Motif (see Note 14 of our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q).
- (2) Includes \$0.2 million and \$1.1 million in employer payroll taxes for the three months ended September 30, 2024 and 2023, respectively, and \$2.9 million and \$4.3 million for the nine months ended September 30, 2024 and 2023, respectively.
- (3) For 2024, includes \$47.9 million related to goodwill impairment. For the three months ended September 30, 2023, includes a \$16.2 million impairment loss on lab equipment and a \$96.2 million impairment loss on an operating lease right-of-use asset and related leasehold improvements associated with an exited Zymergen leased facility. For the nine months ended September 30, 2023, includes a \$25.2 million impairment loss on lab equipment and a \$96.2 million impairment loss on lease assets associated with the exited Zymergen leased facility.
- (4) Restructuring charges consist of employee termination costs from the reduction in force commenced in June 2024, as well as the impairment of a right-of-use asset relating to facilities consolidation.
- (5) Represents transaction and integration costs directly related to mergers and acquisitions, including: (i) due diligence, legal, consulting and accounting fees associated with acquisitions, (ii) post-acquisition employee retention bonuses and severance payments, (iii) the fair value adjustments to contingent consideration liabilities resulting from acquisitions, (iv) costs associated with the Zymergen Bankruptcy, as well as securities litigation costs, net of insurance recovery. Not included in this adjustment are non-cash charges for acquired in-process research and development expenses, which totaled \$19.8 million and \$4.0 million in the nine months ended September 30, 2024 and 2023, respectively.

Liquidity and Capital Resources

On August 19, 2024, with the approval of our board of directors and shareholders, we effected a one-for-forty (1:40) reverse stock split for our common stock. Accordingly, all common shares presented herein have been retrospectively adjusted to reflect the reverse stock split.

Sources of Liquidity

Upon the closing of our merger with SRNG in September 2021, we received net proceeds totaling approximately \$1,509.6 million, inclusive of \$760.0 million from investments from certain accredited investors for 1.9 million shares of our Class A common stock. As of September 30, 2024, we had cash and cash equivalents of \$616.2 million, which we believe will be sufficient to enable us to fund our projected operations through at least the next 12 months from the date of filing of this Quarterly Report on Form 10-Q.

Material Cash Requirements

We anticipate that our expenditures will exceed our revenue through at least the next 12 months from the date of filing of this Quarterly Report on Form 10-Q, as we:

- continue our R&D activities under existing and new programs and further invest in our Foundry and Codebase;
- develop and expand our offerings, including Biosecurity;
- upgrade and expand our operational, financial and management systems and support our operations;
- potentially acquire and integrate companies, assets or intellectual property that advance our company objectives;
- maintain, expand, and protect our intellectual property; and
- continue our restructuring actions.

Cash Flows

The following table provides information regarding our cash flows for each period presented:

(in thousands)	Nine Months Ended September 30,	
	2024	2023
Net cash used in:		
Operating activities	\$ (277,150)	\$ (237,669)
Investing activities	(49,151)	(34,019)
Financing activities	(1,536)	(2,584)
Effect of exchange rate changes	(208)	(690)
Net decrease in cash, cash equivalents and restricted cash	<u>\$ (328,045)</u>	<u>\$ (274,962)</u>

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2024 consisted of a net loss of \$439.5 million, adjusted for a net decrease in cash due to changes in operating assets and liabilities of \$91.8 million and non-cash charges of \$254.2 million. The net change in operating assets and liabilities was primarily driven by a \$31.1 million decrease in accounts payable, accrued expenses and other current liabilities primarily due to the payment or release of restructuring-related accruals and litigation costs, a \$67.8 million decrease in deferred revenue primarily from a one-time release of a deferred revenue balance associated with a terminated customer contract, and a \$11.4 million decrease in operating lease liabilities from rent payments, partially offset by a \$19.2 million decrease in operating lease right-of-use assets from lease incentives received. Non-cash adjustments primarily consisted of \$47.4 million in depreciation and amortization, \$91.8 million in stock-based compensation expense, \$16.3 million loss on investments, \$20.6 million non-cash lease expense, \$19.8 million in acquired in-process research and development expense, and \$47.9 million in goodwill impairment.

Net cash used in operating activities for the nine months ended September 30, 2023 consisted of a net loss of \$681.2 million, adjusted for a net increase in cash due to changes in operating assets and liabilities of \$12.2 million and non-cash charges of \$455.7 million. The net change in operating assets and liabilities was primarily driven by a \$21.2 million decrease in accounts receivable, a \$13.6 million decrease in prepaid expenses and other current assets, and a \$9.3 million decrease in operating lease right-of-use assets due to lease incentives received, partially offset by a \$29.4 million decrease in deferred revenue and a \$18.3 million decrease in operating lease liabilities from rent payments. Non-cash adjustments primarily consisted of \$57.7 million in depreciation and amortization, \$187.0 million in stock-based compensation, \$46.3 million loss on investments including equity method investments, \$10.2 million loss from the change in fair value of contingent consideration liabilities, \$24.6 million in non-cash lease expense, and \$121.4 million in impairments of long-lived assets.

Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2024 primarily consisted of \$48.8 million in purchases of property and equipment related to Foundry capacity and capability investments, \$5.4 million paid for the acquisition of certain Zymergen assets, and \$4.0 million in proceeds from the sale of investment securities.

Net cash used in investing activities for the nine months ended September 30, 2023 primarily consisted of \$37.4 million in purchases of property and equipment related to Foundry capacity and capability investments and \$3.0 million in proceeds from sale of equipment.

Financing Activities

Net cash used in financing activities for the nine months ended September 30, 2024 primarily consisted of principal payments on finance leases and payments of contingent consideration related to business acquisitions.

Net cash used in financing activities for the nine months ended September 30, 2023 primarily consisted of principal payments on finance leases and payment of contingent consideration related to a business acquisition.

Critical Accounting Estimates

Except as described below, there have been no material changes to our critical accounting estimates as compared to the critical accounting estimates disclosed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our 2023 Annual Report on Form 10-K.

Goodwill

We assess goodwill for impairment at the reporting unit level on an annual basis during the fourth quarter or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill impairment assessments require a significant amount of management judgment and the use of estimates and assumptions that could have a significant effect on whether or not an impairment charge is recorded and the magnitude of such a charge.

During the nine months ended September 30, 2024, due to a sustained decrease in the market price of our Class A common stock and market capitalization, we identified that a possible indicator of impairment was present as of June 30, 2024. As such, we completed a quantitative impairment test related to our Cell Engineering reporting unit. To conduct the impairment test of goodwill, the estimated fair value of the reporting unit was compared to its carrying value. The estimated fair value of the Cell Engineering reporting unit was determined using a weighted approach that considered a discounted cash flow (“DCF”) model under the income approach and the guideline public company (“GPC”) method under the market approach. Inputs used in the DCF model included the projected future operating results of the reporting unit and the applicable discount rate, while inputs used in the GPC method consisted of a revenue multiple. The projected future operating results were based on historical experience and internal annual operating plans reviewed by management, extrapolated over the forecast period. The discount rate was determined using a weighted average cost of capital adjusted for risk factors specific to the reporting unit. The revenue multiple was based on the GPC method using comparable publicly traded company multiples of revenue for a group of benchmark companies. The DCF method was weighted 75% and the GPC 25%. We reconciled the resulting fair value of the reporting unit to our market capitalization to corroborate the fair value estimate used in the impairment test.

The interim impairment test indicated that the estimated fair value of the reporting unit was less than its carrying value. As a result, we fully impaired goodwill and recorded an impairment loss of \$47.9 million for nine months ended September 30, 2024.

Recently Issued Accounting Pronouncements

See Note 1, “Basis of Presentation and Summary of Significant Accounting Policies,” of our condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for a discussion of recently issued accounting pronouncements, as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

We are exposed to market risk related to changes in interest rates. Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates, particularly because our cash equivalents are invested in short-term U.S. Treasury obligations. However, because of the short-term nature of the instruments in our portfolio, an immediate change in market interest rates of 100 basis points would not have a material impact on the fair market value of our cash and cash equivalents or on our financial position or results of operations.

Foreign Currency Fluctuation Risk

We are subject to foreign currency exchange rate risk from the translation of the financial statements of our foreign subsidiaries, whose financial condition and results of operations are reported in their local currencies and then translated into U.S. dollars at the applicable currency exchange rate for inclusion in our condensed consolidated financial statements. Foreign currency translation (loss) gain was \$0.5 million and \$(1.6) million for the three months ended September 30, 2024 and 2023, respectively, and \$(2.7) million and \$(0.3) million for the nine months ended September 30, 2024 and 2023, respectively. Foreign currency translation adjustments are accounted for as a component of accumulated other comprehensive income within stockholders' equity. Additionally, we have contracted with and may continue to contract with foreign vendors. We do not believe that an immediate 10% increase or decrease in the relative value of the U.S. dollar to other currencies would have a material effect on operating results or financial condition.

Inflation Fluctuation Risk

Inflation generally affects us by increasing our cost of labor, laboratory supplies, consumables and equipment. We do not believe that inflation had a material effect on our business, financial condition or results of operations during the three and nine months ended September 30, 2024.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, concluded that the material weakness previously identified in Item 9A, “Controls and Procedures” of our Annual Report on Form 10-K for the year ended December 31, 2023 is still present as of September 30, 2024. Based on the material weaknesses, and the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were not effective as of September 30, 2024.

Notwithstanding the identified material weakness, our management, including our Chief Executive Officer and Chief Financial Officer, has concluded that the condensed consolidated financial statements present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in this Quarterly Report on Form 10-Q, in conformity with GAAP.

Remediation of the Material Weakness in Internal Control Over Financial Reporting

With oversight of the Audit Committee, we continue to be engaged in remediation efforts to address the material weakness described above and enhance our control environment, including our internal control over financial reporting. We expect to

continue remediation efforts during the remainder of fiscal year 2024. In addition, until remediation steps have been completed and are operated for a sufficient period of time, and subsequent evaluation of their effectiveness is completed, the material weakness previously disclosed will continue to exist. Our ongoing remediation efforts include:

- Continued employee training related to internal control over financial reporting specifically focused on data used in the operation of management review controls and the execution of management review controls with an appropriate level of precision and appropriate documentation of the identification and resolution of follow-up items;
- Implementation and enhancement of control activities, including automation of certain control processes; and
- Development of other tools and enablers, including increasing the standardization of control support and documentation.

Management and our board of directors are committed to the remediation of the material weakness described above, as well as the continued improvement of our internal control over financial reporting. We will continue to implement measures to remedy our internal control deficiencies, and we will continue to assess our internal controls and procedures and take further action as necessary or appropriate to address any other matters we identify.

Changes in Internal Control over Financial Reporting

Except as otherwise noted above under “Remediation of the Material Weakness in Internal Control Over Financial Reporting” including the ongoing remediation efforts described, there were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a–15(f) and 15d-15(f)) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our plans for remediating the material weakness described above will constitute changes in our internal control over financial reporting when such remediation plans are effectively implemented.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company may in the ordinary course of business be named as a defendant in lawsuits, indemnity claims and other legal proceedings. The Company does not believe any pending litigation to be material, or that the outcome of any such pending litigation, in management's judgment based on information currently available, would have a material adverse effect on the Company's results of operations, cash flows or financial condition.

See Note 9, Commitments and Contingencies, to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors.

Our restructuring actions that were publicly announced on May 9, 2024, in connection with the Company's plans to reduce operational expenditures, may not result in anticipated savings, could result in total costs and expenses that are greater than expected and could disrupt our business.

As previously announced on May 9, 2024, in connection with the Company's plans to reduce operational expenditures, management, with the approval of the Board of Directors, approved a restructuring plan, including a reduction in labor expenses and a planned consolidation and sublease of certain facilities. Initial workforce reductions commenced in June 2024 and continued into the third quarter, with further reductions expected in the fourth quarter of 2024 and into 2025. All reductions are expected to be substantially completed in 2025, subject to compliance with applicable laws. The Company plans to consolidate certain facilities through various actions, including combining office and laboratory operations into fewer locations, subleasing unused facilities, and has taken or plans to take other related measures. While the Company aims to complete the majority of its facility consolidation actions in 2025, the actual timing may vary, especially for subleasing unused or underutilized facilities, which may extend beyond 2025 or may not occur prior to termination of such leases, depending on market conditions. Additionally, restructuring expenses related to potential asset impairments or contract amendments or terminations for any facilities no longer in use or underutilized could be material. The Company currently estimates the costs for the reduction in force to range from \$18.0 million to \$22.0 million primarily in the Cell Engineering segment and consist of one-time cash severance and related costs.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On August 5, 2024 and September 23, 2024, we issued a total of 689,550 shares of our Class A common stock to certain former equity holders of FGen AG, valued at approximately \$5.4 million, in connection with the achievement of certain milestones, in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(a)(2) of the Securities Act.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation of Ginkgo Bioworks Holdings, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on August 19, 2024).</u>
3.2	<u>Amendment to Certificate of Incorporation of Ginkgo Bioworks Holdings, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the SEC on September 20, 2021).</u>
3.3	<u>Bylaws of Ginkgo Bioworks Holdings, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on October 27, 2023).</u>
31.1*	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

SIGNATURES

Pursuant to the requirements 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.

Ginkgo Bioworks Holdings, Inc.

Date: November 12, 2024

By: /s/ Jason Kelly
Name: Jason Kelly
Title: Chief Executive Officer (Principal Executive Officer)

Date: November 12, 2024

By: /s/ Mark Dmytruk
Name: Mark Dmytruk
Title: Chief Financial Officer (Principal Financial Officer)

Date: November 12, 2024

By: /s/ Steven Coen
Name: Steven Coen
Title: Chief Accounting Officer (Principal Accounting Officer)

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS
ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jason Kelly, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ginkgo Bioworks Holdings, 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(s) 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 controls 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 most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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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: November 12, 2024

By:

/s/ Jason Kelly
Jason Kelly
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS
ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Dmytruk, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ginkgo Bioworks Holdings, 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(s) 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 controls 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 most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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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: November 12, 2024

By:

/s/ Mark Dmytruk

Mark Dmytruk

Chief Financial Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q of Ginkgo Bioworks Holdings, Inc. (the “Company”) for the quarterly period ended September 30, 2024 with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: November 12, 2024

By:

/s/ Jason Kelly
Jason Kelly
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q of Ginkgo Bioworks Holdings, Inc. (the “Company”) for the quarterly period ended September 30, 2024 with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: November 12, 2024

By:

/s/ Mark Dmytruk

Mark Dmytruk

Chief Financial Officer

(Principal Financial Officer)