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Exciting M&A Update: Scaling our Platform Capabilities

JULY 25, 2022

Our mission is to make biology easier to engineer. At Ginkgo, we’ve always strived to bring the best technologies—including biological tools, automation, and software—together onto one platform to better serve our customers.

Today we’re excited to announce that we’ve signed definitive agreements to acquire two teams and technologies that will help us achieve this important mission, one from Bayer and Joyn that builds our vertical capabilities in agricultural biologicals and the other, Zymergen, that brings in-house core hardware and software to accelerate our horizontal Foundry capabilities.

We are building this platform for our customers, who come to us with their biological design challenges and product ideas. We reiterate this point a lot, because it is unusual in the biotech industry: we aren’t interested in building our own products, we’re interested in building a platform that will allow the rest of the world to deploy biology as a solution for our hardest challenges, from food security to pandemic response, from supply chain resilience to climate change.



We previously announced our plans for this agreement with Bayer, to acquire Bayer’s 175,000-square-foot West Sacramento Biologics Research & Development facility, team, and internal discovery and lead optimization platform, as well as integrate the R&D platform assets from Joyn Bio, our joint-venture with Leaps by Bayer formed in 2017.

We share a common vision with the teams at Joyn and Bayer that will be joining our team to develop and deploy the best that biology has to offer in agriculture. To ensure sustainable food security for an ever growing population, we need to invest in biological solutions and work with the best teams around the world to bring these solutions to market. We are excited to be able to make this platform accessible to innovative companies and teams who may otherwise not have the resources or expertise to develop these capabilities in house. We look forward to engaging with other customers in supporting the development of their agricultural biological programs in addition to Bayer on our new agriculture biologics platform.

We also share a common vision with Zymergen—that biology can transform a wide range of industries including manufacturing, agriculture, and medicine. Through the transaction announced today and expected to close in the first quarter of 2023, we plan to integrate Zymergen’s core automation and software technologies for scaling strain engineering capacity into our Foundry, including Zymergen’s machine learning and data science tools for exploring known and unknown genetic design space.



We expect this acquisition to significantly enhance the strength of our platform to better serve our customers, both through the expansion of our Codebase of biological assets and the automation, software, and data tools of our Foundry. We will as always remain a horizontal platform, enabling customers across industries rather than producing our own products, and will support Zymogen's plans to evaluate strategic alternatives for their Advanced Materials and Drug Discovery businesses.

We have always had incredible respect for the Zymogen team and the strength of the technologies that they have built for cell programming. We are beyond thrilled to integrate Zymogen's capabilities into our Foundry, which we expect to accelerate the growth of our platform as we continue to deliver on our mission to make biology easier to engineer for our customers, helping us drive down the costs of cell programming as we invest in scale. We can't wait to welcome Zymogen technical teams, who will support our scaling objectives.

We're so excited to work with the amazing teams from Bayer, Joyn, and Zymergen to continue to grow our offerings and our capabilities to support the essential work happening across industries to grow the bioeconomy. See key legal info [here](#) and read more about these exciting transactions in our press releases today on [Bayer](#) and [Zymergen](#), or watch the recording of our conference call this morning [here](#).

Additional Information and Where to Find It

In connection with the proposed transaction involving Ginkgo Bioworks Holdings, Inc. ("Ginkgo") and Zymergen Inc. ("Zymergen"), Ginkgo intends to file with the U.S. Securities and Exchange Commission ("SEC") a registration statement on Form S-4 that will include a proxy statement of Zymergen and that also constitutes a prospectus of Ginkgo. Each of Ginkgo and Zymergen may also file other relevant documents with the SEC regarding the proposed transaction. This document is not a substitute for the proxy statement/prospectus or registration statement or any other document that Ginkgo or Zymergen may file with the SEC. The definitive proxy statement/prospectus (if and when available) will be mailed to stockholders of Zymergen. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the registration statement and proxy statement/prospectus (if and when available) and other documents containing important information about Ginkgo, Zymergen and the proposed transaction, once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Ginkgo will be available free of charge on Ginkgo's website at <https://investors.ginkgobioworks.com> or by contacting Ginkgo's Investor Relations department by email at investors@ginkgobioworks.com. Copies of the documents filed with the SEC by Zymergen will be available free of charge on Zymergen's website at <https://investors.zymergen.com> or by contacting Zymergen's Investor Relations department by email at investors@zymergen.com.

Participants in the Solicitation

Ginkgo, Zymergen, their respective directors and certain of their executive officers and other employees may be deemed to be participants in the solicitation of proxies from Zymergen's stockholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Zymergen's stockholders in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information about the directors and executive officers of Ginkgo, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in Ginkgo's proxy statement for its 2022 annual meeting of shareholders, which was filed with the SEC on April 26, 2022, and Ginkgo's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was filed with the SEC on March 29, 2022. Information about the directors and executive officers of Zymergen, including a description of their direct

or indirect interests, by security holdings or otherwise, is set forth in Zymergen's proxy statement for its 2022 annual meeting of shareholders, which was filed with the SEC on April 20, 2022, and Zymergen's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was filed with the SEC on March 30, 2022. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction when such materials become available. Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Ginkgo or Zymergen using the sources indicated above.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can generally identify forward-looking statements by the use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "explore," "evaluate," "intend," "may," "might," "plan," "potential," "predict," "project," "seek," "should," or "will," or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Ginkgo's and Zymergen's control. Statements in this communication regarding Ginkgo, Zymergen and the combined company that are forward-looking, including projections as to the anticipated benefits of the proposed transaction, the impact of the proposed transaction on Ginkgo's and Zymergen's businesses and future financial and operating results, the amount and timing of synergies from the proposed transaction, and the aggregate amount of indebtedness of the combined company following the closing of the proposed transaction are based on management's estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Ginkgo's and Zymergen's control. These factors include, among other things, general economic and business conditions; changes in global, political, economic, business, competitive, market and regulatory forces; judicial decisions; changes in tax laws, regulations, rates and policies; future business acquisitions or disposals; litigation and the ability of the combined company to protect its intellectual property rights; and the timing and occurrence (or non-occurrence) of other events or circumstances that may be beyond Ginkgo's and Zymergen's control. Additional information concerning these risks, uncertainties and assumptions can be found in Ginkgo's and Zymergen's respective filings with the SEC, including the risk factors discussed in Zymergen's most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10 Q, in Ginkgo's most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10-Q and in each company's future filings with the SEC. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: a condition to the closing the proposed acquisition may not be satisfied; a regulatory approval that may be required for the proposed

acquisition is delayed, is not obtained or is obtained subject to conditions that are not anticipated; Ginkgo is unable to achieve the synergies and value creation contemplated by the proposed acquisition; Ginkgo is unable to promptly and effectively integrate Zymergen's businesses; management's time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; legal proceedings are instituted against Ginkgo, Zymergen or the combined company; Ginkgo, Zymergen or the combined company is unable to retain key personnel; and the announcement or the consummation of the proposed acquisition has a negative effect on the market price of the capital stock of Ginkgo or Zymergen or on Zymergen's or Ginkgo's operating results. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Ginkgo or Zymergen. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the proposed transaction and/or Ginkgo or Zymergen, Ginkgo's ability to successfully complete the proposed transaction and/or realize the expected benefits from the proposed transaction. You are cautioned not to rely on Ginkgo's and Zymergen's forward-looking statements. These forward-looking statements are and will be based upon management's then-current views and assumptions regarding future events and operating performance and are applicable only as of the dates of such statements. Neither Zymergen nor Ginkgo assumes any duty to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, as of any future date.