

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2023

**Standard BioTools Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34180**  
(Commission  
File Number)

**77-0513190**  
(IRS Employer  
Identification No.)

**2 Tower Place, Suite 2000**  
**South San Francisco, California**  
(Address of Principal Executive Offices)

**94080**  
(Zip Code)

Registrant's telephone number, including area code: **(650) 266-6000**

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.001 per share</b>	<b>LAB</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 7.01 Regulation FD Disclosure.**

On November 28, 2023, Standard BioTools Inc. (“Standard BioTools” or the “Company”) and SomaLogic, Inc., a Delaware corporation (“SomaLogic”), updated their joint investor presentation (the “Investor Presentation”), which the Company expects to use to discuss the proposed Merger (as defined below) and to provide an overview of the combined company. As previously disclosed, on October 4, 2023, the Company, SomaLogic and Martis Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of the Company (“Merger Sub”), entered into an Agreement and Plan of Merger, pursuant to which, among other matters, Merger Sub will merge with and into SomaLogic (the “Merger”), with SomaLogic surviving the Merger as a wholly owned subsidiary of the Company. A copy of the Investor Presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 on Form 8-K, the information set forth in this Item 7.01 and the Investor Presentation is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Investor Presentation of Standard BioTools Inc. and SomaLogic, Inc., dated as of November 28, 2023.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**Additional Information and Where to Find It**

In connection with the Merger and required stockholder approval, Standard BioTools filed with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4, dated November 13, 2023 (the “Form S-4”), that includes a preliminary joint proxy statement of Standard BioTools and SomaLogic that also constitutes a preliminary prospectus of Standard BioTools. Each of Standard BioTools and SomaLogic also plan to file other relevant documents with the SEC regarding the Merger. Any definitive joint proxy statement/prospectus (if and when available) will be mailed to stockholders of Standard BioTools and SomaLogic. Standard BioTools’ and SomaLogic’s stockholders are urged to carefully read the joint proxy statement/prospectus (including all amendments, supplements and any documents incorporated by reference therein) and other relevant materials filed or to be filed with the SEC and in their entirety when they become available because they will contain important information about the Merger and the parties to the Merger. Investors and stockholders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at its website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC by Standard BioTools by going to Standard BioTools’ Investor Relations website at <http://investors.standardbio.com> or contacting Standard BioTools’ Investor Relations department at [investors@standardbio.com](mailto:investors@standardbio.com) or by SomaLogic by going to SomaLogic’s Investor Relations page on its corporate website at <https://investors.somalogic.com> or by contacting SomaLogic Investor Relations at [investors@somalogic.com](mailto:investors@somalogic.com).

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**Participants in the Solicitation**

Standard BioTools, SomaLogic and each of their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from Standard BioTools' stockholders with respect to the Merger. Information about Standard BioTools' directors and executive officers, including their ownership of Standard BioTools' securities, is set forth in the Form S-4, which was filed with the SEC on November 13, 2023, Standard BioTools' proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2023, Current Reports on Form 8-K, which were filed with the SEC on May 3, 2023, May 15, 2023, June 16, 2023 and July 28, 2023, and Standard BioTools' other filings with the SEC. Information concerning SomaLogic's directors and executive officers, including their ownership of SomaLogic securities, is set forth in the Form S-4, which was filed with the SEC on November 13, 2023, SomaLogic's proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023, Current Reports on Form 8-K, which were filed with the SEC on June 6, 2023, as amended on June 14, 2023, June 9, 2023 and October 4, 2023, and SomaLogic's other filings with the SEC. Investors may obtain more detailed information regarding the direct and indirect interests of Standard BioTools and its respective executive officers and directors in the Merger, which may be different than those of Standard BioTools' stockholders generally, by reading the preliminary and definitive proxy statements regarding the Merger, which have been or will be filed with the SEC. These documents are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), by going to Standard BioTools' Investor Relations website at <http://investors.standardbio.com> or by contacting Standard BioTools' Investor Relations department at [investors@standardbio.com](mailto:investors@standardbio.com) or by going to SomaLogic's Investor Relations page on its corporate website at <https://investors.somallogic.com> or by contacting SomaLogic Investor Relations at [investors@somallogic.com](mailto:investors@somallogic.com).

**No Offer or Solicitation**

This Current Report on Form 8-K and the information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy any securities, 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 Securities Act of 1933, as amended.

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## Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon current plans, estimates and expectations of the management of Standard BioTools and SomaLogic that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements, many of which are beyond the control of Standard BioTools and SomaLogic. All statements other than statements of historical fact (including statements containing the words “believes,” “plans,” “anticipates,” “expects,” “estimates” and similar expressions) are statements that could be deemed forward-looking statements, although not all forward-looking statements contain these identifying words. Readers should not place undue reliance on these forward-looking statements. Forward-looking statements may include statements regarding the expected timing of the closing of the Merger; the ability of the parties to complete the Merger considering the various closing conditions; and any assumptions underlying any of the foregoing. Statements regarding future events are based on the parties’ current expectations and are necessarily subject to associated risks related to, among other things, (i) the risk that the Merger may not be completed in a timely manner or at all, which may adversely affect Standard BioTools’ and SomaLogic’s businesses and the price of their respective securities; (ii) uncertainties as to the timing of the consummation of the Merger and the potential failure to satisfy the conditions to the consummation of the Merger, including obtaining stockholder and regulatory approvals; (iii) the Merger may involve unexpected costs, liabilities or delays; (iv) the effect of the announcement, pendency or completion of the Merger on the ability of Standard BioTools or SomaLogic to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Standard BioTools or SomaLogic does business, or on Standard BioTools’ or SomaLogic’s operating results and business generally; (v) Standard BioTools’ or SomaLogic’s respective businesses may suffer as a result of uncertainty surrounding the Merger and disruption of management’s attention due to the Merger; (vi) the outcome of any legal proceedings related to the Merger or otherwise, or the impact of the Merger thereupon; (vii) Standard BioTools or SomaLogic may be adversely affected by other economic, business and/or competitive factors; (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger agreement and the Merger; (ix) restrictions during the pendency of the Merger that may impact Standard BioTools’ or SomaLogic’s ability to pursue certain business opportunities or strategic transactions; (x) the risk that Standard BioTools or SomaLogic may be unable to obtain governmental and regulatory approvals required for the Merger, or that required governmental and regulatory approvals may delay the consummation of the Merger or result in the imposition of conditions that could reduce the anticipated benefits from the Merger or cause the parties to abandon the Merger; (xi) risks that the anticipated benefits of the Merger or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (xii) the impact of legislative, regulatory, economic, competitive and technological changes; (xiii) risks relating to the value of the Standard BioTools shares to be issued in the Merger; (xiv) the risk that post-closing integration of the Merger may not occur as anticipated or the combined company may not be able to achieve the benefits expected from the Merger, as well as the risk of potential delays, challenges and expenses associated with integrating the combined company’s existing businesses; (xv) exposure to inflation, currency rate and interest rate fluctuations, as well as fluctuations in the market price of Standard BioTools’ and SomaLogic’s traded securities; (xvi) the lingering effects of the COVID-19 pandemic on Standard BioTools’ and SomaLogic’s industry and individual companies, including on counterparties, the supply chain, the execution of research and development programs, access to financing and the allocation of government resources; (xvii) the ability of Standard BioTools or SomaLogic to protect and enforce intellectual property rights; and (xviii) the unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Standard BioTools’ and SomaLogic’s response to any of the aforementioned factors. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. For information regarding other related risks, see the “Risk Factors” section of Standard BioTools’ most recent quarterly report on Form 10-Q filed with the SEC on November 7, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 14, 2023 and in Standard BioTools’ other filings with the SEC, as well as the “Risk Factors” section of SomaLogic’s most recent quarterly report on Form 10-Q filed with the SEC on November 8, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 28, 2023 and in SomaLogic’s other filings with the SEC. The risks and uncertainties described above and in the SEC filings cited above are not exclusive and further information concerning Standard BioTools and SomaLogic and their respective businesses, including factors that potentially could materially affect their respective businesses, financial conditions or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. Any such forward-looking statements represent management’s reasonable estimates and beliefs as of the date of this Current Report on Form 8-K. While Standard BioTools and SomaLogic may elect to update such forward-looking statements at some point in the future, they disclaim any obligation to do so, other than as may be required by law, even if subsequent events cause their views to change.

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**SIGNATURE**

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 hereunto duly authorized.

Date: November 28, 2023

**STANDARD BIOTOOLS INC.**

By: /s/ Jeffrey Black  
Name: Jeffrey Black  
Title: Chief Financial Officer

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**somalogic**

# Activating Strategy to Become a Diversified Leader in Life Sciences Tools

NOVEMBER 2023



# Legal Information

## Forward-looking statements

This presentation contains forward-looking statements that are subject to various risks, uncertainties and other factors that could cause actual results to differ materially from those referred to in the forward-looking statements, many of which are beyond the control of Standard BioTools or SomaLogic. All statements other than statements of historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) are statements that could be deemed forward-looking statements, although not all forward-looking statements contain these identifying words. Readers should not place undue reliance on these forward-looking statements. Forward-looking statements may include statements regarding financial outlook, including related to revenues, margin, and operating expenses; statements of future financial performance and expectations, operational and strategic plans, deployment of capital, cash runway and sufficiency of cash resources, potential M&A activity, potential restructuring plans; and expectations with respect to the planned merger of Standard BioTools and SomaLogic, including expected timing of the closing of the merger, the ability of the parties to complete the merger considering the various closing conditions, the expected benefits of the merger, including estimations of anticipated cost savings and cash runway, management's ability to integrate companies, the competitive ability and position of the combined company, the success, cost and timing of the combined company's product development, sales and marketing, and research and development activities; the combined company's ability to obtain and maintain regulatory approvals for its products, the sufficiency of the combined company's cash, cash equivalents and short-term investments to fund operations, and any assumptions underlying any of the foregoing. Statements regarding future events are based on the parties' current expectations and are subject to associated risks and uncertainties related to, among other things, (i) the risk that the merger may not be completed in a timely manner or at all, which may adversely affect Standard BioTools' and SomaLogic's businesses and the price of their respective securities; (ii) uncertainty as to the timing of the consummation of the merger and the potential failure to satisfy the conditions to the consummation of the merger, including obtaining stockholder and regulatory approvals; (iii) the merger may involve unexpected costs, liabilities or delays; (iv) the effect of announcement, pendency or completion of the merger on the ability of Standard BioTools or SomaLogic to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Standard BioTools or SomaLogic does business, or on Standard BioTools' or SomaLogic's operating results and business generally; (v) Standard BioTools' or SomaLogic's respective businesses may suffer as a result of uncertainty surrounding the merger and disruption of management's attention due to the merger; (vi) the outcome of any legal proceedings relating to the merger or otherwise, or the impact of the merger thereupon; (vii) Standard BioTools or SomaLogic may be adversely affected by other economic, business and/or competitive factors; (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement and the merger; (ix) restrictions during the pendency of the merger that may impact Standard BioTools' or SomaLogic's ability to pursue certain business opportunities or strategic transactions; (x) the risk that Standard BioTools or SomaLogic may be unable to obtain governmental and regulatory approvals required for the merger, or that required governmental and regulatory approvals may delay the consummation of the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger or cause the parties to abandon the Merger; (xi) risks that the anticipated benefits of the merger or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (xii) the impact of legislative, regulatory, economic, competitive and technological changes; relating to the value of the Standard BioTools shares to be issued in the merger; (xiv) the risk that post-closing integration of the merger may not occur as anticipated or the combined company may not be able to achieve the benefits expected from the merger, as well as the risk of delays, challenges and expenses associated with integrating the combined company's existing businesses; (xv) exposure to inflation, currency rate and interest rate fluctuations, as well as fluctuations in the market price of Standard BioTools' and SomaLogic's traded securities; (xvi) the effects of the COVID-19 pandemic on Standard BioTools' and SomaLogic's industry and individual companies, including on counterparties, the supply chain, the execution of research and development programs, access to financing and the allocation of government resources; (xvii) the risk that Standard BioTools or SomaLogic to protect and enforce intellectual property rights; and (xviii) the unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Standard BioTools' and SomaLogic's responses to the aforementioned factors. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. For information regarding other related risks, see the "Risk Factors" section of Standard BioTools' most recent quarterly report on Form 10-Q filed with the SEC on November 8, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 14, 2023 and in Standard BioTools' other filings with the SEC, as well as the "Risk Factors" section of SomaLogic's most recent report on Form 10-Q filed with the SEC on November 8, 2023, on its most recent annual report on Form 10-K filed with the SEC on March 28, 2023 and in SomaLogic's other filings with the SEC. The risks and uncertainties described above and in the SEC filings cited above are not exhaustive and may change over time. Readers are urged to carefully read and evaluate these forward-looking statements, and not to place undue reliance on any forward-looking statements. The parties undertake no obligation to revise or update any forward-looking statements for any reason.

## Additional Information and Where to Find It

In connection with the proposed merger and required stockholder approval, Standard BioTools has filed with the SEC a registration statement on Form S-4, dated November 13, 2023 (the "Form S-4"), that includes a joint preliminary proxy statement of Standard BioTools and SomaLogic, as well as a preliminary prospectus of Standard BioTools and SomaLogic. Each of Standard BioTools and SomaLogic also plan to file other relevant documents with the SEC regarding the proposed merger. Any definitive joint proxy statement/prospectus (if and when available) will be filed with the SEC and in their entirety when they become available because they will contain important information about the proposed merger and the parties to the merger. Investors and stockholders may obtain free copies of these documents (when available) and other documents filed with the SEC at its website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC by Standard BioTools by going to Standard BioTools' Investor Relations website at <http://investors.standardbio.com> or by contacting Standard BioTools' Investor Relations department at [investors@standardbio.com](mailto:investors@standardbio.com) or by going to SomaLogic's Investor Relations page on its corporate website at <https://investors.somalogic.com> or by contacting SomaLogic Investor Relations at [investors@somalogic.com](mailto:investors@somalogic.com).

## Participants in the Solicitation

Standard BioTools, SomaLogic and each of their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from Standard BioTools' and SomaLogic's stockholders with respect to the merger. Information about Standard BioTools' directors and executive officers, including their ownership of Standard BioTools securities, is set forth in the Form S-4, which was filed with the SEC on November 13, 2023, Standard BioTools' proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023, Current Reports on Form 8-K, which were filed with the SEC on May 3, 2023, May 15, 2023, June 16, 2023 and July 28, 2023, and Standard BioTools' other filings with the SEC. Information concerning SomaLogic's directors and executive officers, including their ownership of SomaLogic securities, is set forth in the Form S-4, which was filed with the SEC on November 13, 2023, SomaLogic's proxy statement for its 2023 Annual Meeting of Stockholders, which was filed with the SEC on April 25, 2023, Current Reports on Form 8-K, which were filed with the SEC on June 14, 2023, June 9, 2023 and October 4, 2023, and SomaLogic's other filings with the SEC. Investors may obtain more detailed information regarding the direct and indirect interests of Standard BioTools and SomaLogic and its respective executive officers and directors, which may be different than those of Standard BioTools' and SomaLogic's stockholders generally, by reading the preliminary and definitive proxy statements regarding the merger, which have been or will be filed with the SEC. These documents are available free of charge at the website at [www.sec.gov](http://www.sec.gov), by going to Standard BioTools' Investor Relations website at <http://investors.standardbio.com> or contacting Standard BioTools' Investor Relations department at [investors@standardbio.com](mailto:investors@standardbio.com) or by going to SomaLogic's Investor Relations page on its corporate website at <https://investors.somalogic.com> or by contacting SomaLogic Investor Relations at [investors@somalogic.com](mailto:investors@somalogic.com).

## No Offer or Solicitation

This presentation and the accompanying oral presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, 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 Securities Act of 1933, as amended.

## Non-GAAP financial information

Each of Standard BioTools and SomaLogic has presented certain financial information in accordance with U.S. GAAP and also on a non-GAAP basis. The non-GAAP financial measures included in this presentation are non-GAAP gross margin, non-GAAP operating expenses, adjusted EBITDA, non-GAAP SG&A and non-GAAP R&D. Each company's management uses these non-GAAP financial measures, in addition to GAAP financial measures, as a measure of operating performance because the non-GAAP financial measures do not include the impact of items that management considers indicative of such company's core operating performance. Each company's management believes that non-GAAP financial measures, taken in conjunction with GAAP financial measures, provide useful information for both management and investors by excluding certain non-recurring items and other expenses that are not indicative of such company's core operating results. Each company's management uses non-GAAP measures to compare such company's performance relative to forecasts and strategic plans and to benchmark such company's performance against competitors. Non-GAAP information is not prepared under a comprehensive set of accounting rules and should only be used to supplement an understanding of such company's operating results as reported under U.S. GAAP. Each of Standard BioTools and SomaLogic encourages investors to carefully consider each company's results under GAAP, as well as each company's supplemental non-GAAP information and the reconciliations between these presentations, to more fully understand each company's business. Reconciliations between GAAP and non-GAAP operating results are presented in the accompanying tables of this presentation.

## Trademarks

Standard BioTools, the Standard BioTools logo, Biomark, CyTOF, CyTOF XT, EP1, Helios, Hyperion and Hyperion+ are trademarks and/or registered trademarks of Standard BioTools Inc. (f.k.a. Fluidigm Corporation) or its affiliates in the United States and/or other countries.

SomaLogic, the SomaLogic logo, SomaSignal, SOMAmer, SomaScan, SomaScan by SomaLogic, DataDelve, LabThread LX, CardioDM and Powered by SomaLogic are trademarks and/or registered trademarks of SomaLogic, Inc. or its affiliates in the United States and/or other countries.

All other trademarks are the sole property of their respective owners.

# Transaction Overview

Consideration	<ul style="list-style-type: none"><li>• All-stock merger</li><li>• SLGC shareholders to receive 1.11 LAB shares per share of SLGC</li><li>• &gt;\$1B pro-forma equity value based on SBI closing share price on October 3, 2023</li></ul>
Company Name / Ticker	<ul style="list-style-type: none"><li>• Standard BioTools / LAB</li></ul>
Financial Benefits	<ul style="list-style-type: none"><li>• \$300M+ combined revenue expected by 2026</li><li>• \$80M cost synergies by 2026<sup>(1)</sup></li><li>• &gt;\$500M in cash at close<sup>(2)</sup></li></ul>
Ownership	<ul style="list-style-type: none"><li>• LAB shareholders to own ~43% of combined entity (incl. Series B preferred stock)</li><li>• SLGC shareholders to own ~57% of combined entity</li></ul>
Management & Board	<ul style="list-style-type: none"><li>• Michael Egholm and Jeff Black, current CEO and CFO of LAB, respectively, will be CEO and CFO of Combined Company</li><li>• Tom Carey, current director of SLGC, will be Chairman of Combined Company</li><li>• Combined Company Board will be composed of 3 current directors of LAB, including Michael Egholm as CEO, 3 current directors of SLGC, including Tom Carey as Chairman, and Eli Casdin will continue to serve as a director of LAB</li></ul>
Timing	<ul style="list-style-type: none"><li>• Expected transaction close in Q1'24</li><li>• Subject to shareholder approvals, regulatory approvals, other customary closing conditions</li><li>• Shareholders representing ~16% of LAB and ~1% of SLGC, including directors and all executive officers of each company and certain large stockholders, have entered into supportive voting agreements</li></ul>

3 (1) Assumes transaction close in Q1 2024. Total cost synergies exclude non-cash, restructuring-related and other non-recurring costs for each of Standard BioTools and SomaLogic.

(2) Based on assumed Q1 2024 close and estimated combined cash balance of Standard BioTools and SomaLogic, less estimated transaction costs.

# SBI: Forging the Next Generation of Leadership in Life Science Tools & Solutions



Applying necessary building blocks to build a diversified tools powerhouse

### World-class team

Deep industry, operational & integration expertise

### Broad 'omic reach

Instruments, consumables, software and services

### SBS<sup>(1)</sup> principles

Entrenched operating discipline drives execution and profitability

### Differentiated tech

Highest plex, highest data quality in flow cytometry & spatial biology

### Capital

Backed by leading Life Sciences investors with deep capital reserves

### Disciplined M&A

Evaluating opportunities to increase scale and leverage

Strong Progress  
YTD 2023<sup>(2)</sup>

13% core revenue growth

>1,000 bps improvement in non-GAAP gross margin

58% improvement in operating cash use

\$100-105M 2023E Revenue Guidance

\$130M Q3 2023 cash balance

✓ M&A strategy activated; evaluating opportunities

<sup>4</sup> (1) SBS = Standard BioTools Business Systems, a culture of continuous improvement to achieve world class operational excellence and exceptional customer value based on LEAN principles. (2) Reflects Standard BioTools' performance through the 3 quarters ending September 30, 2023. (3) Revenue growth reflects impact of reduction of \$1.6 million in net revenues generated in 2022 related to discontinued product lines in the Genomics business.

# SomaLogic Powers Comprehensive Proteomic Insights



Highest plex, highest data quality, most reliable serum proteome tool

## Differentiated technology

11K SOMAmers measuring 10K unique proteins from 55- $\mu$ L sample (over 2x more than alternatives)

## Validated & Patented

757 clinical publications and protected by >600 patents

## Blue-Chip Customer Base

185 SomaScan Services customers, 16 authorized sites, relationships with top biopharma companies

## Proteomics Expertise

Scientific brilliance focused on innovation, partnership, and power of proteomics

Strong Progress YTD 2023<sup>(1)</sup>

21% core revenue growth

20% improvement in non-GAAP operating exp

✓ Launched SomaScan 11K protein plex platform

\$82-85M 2023E Revenue Guidance

\$454M Q3 2023 cash balance

illumina® Partnership expected to launch in 2024

5 (1) Reflects SomaLogic's performance through the 3 quarters ended September 30, 2023. (2) Core revenue growth excludes one-time royalty revenue received in 2022.

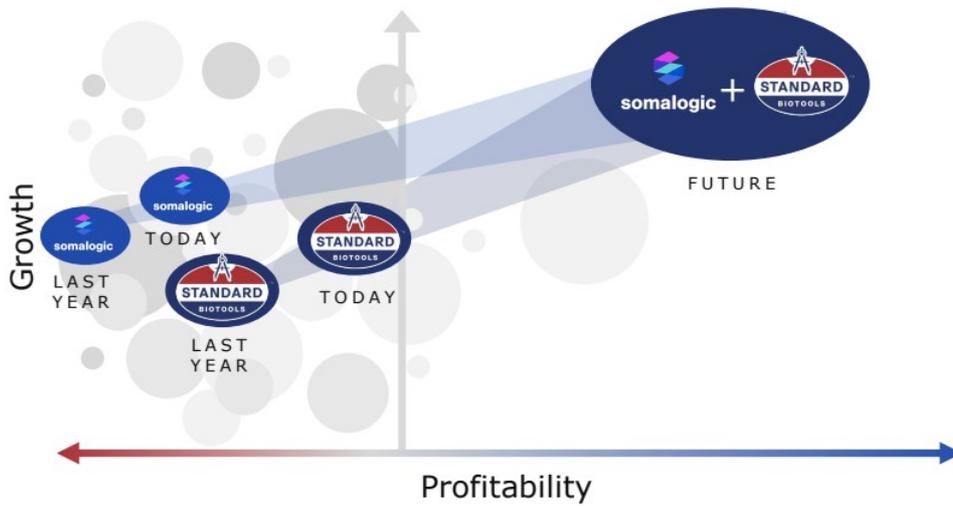
STANDARD BIOTECHNOLOGICAL

# Unlocking Value in Fragmented Space

**Scale is crucial** to accelerate path to profitability and activate leadership position

MANY Great Emerging Life Science Tools Technologies – Highly Fragmented ...

... FEW Built to Scale Profitably



- Developing, manufacturing, supporting customers, and commercializing technology is costly
- Leveraging infrastructure costs requires deep operating expertise
- Need for sufficient capital

# Shared Mission: Advance Life Sciences Research



**somalogic**



- Differentiated translational proteomics, spatial biology, and genomics technology
- Broad product design, development, manufacturing expertise (hardware, software, consumables)
- Seasoned LS Tools leadership
- SBS culture and LEAN principles
- Highest-plex, highest data integrity technology
- Strong biopharma presence
- Leading services infrastructure
- First genomics / proteomics partnership (Illumina)
- Healthy cash balance



## Scaled Leader in Multi-omic Life Sciences Tools



### Tech Leadership

Diverse portfolio of multi-omic solutions with highest plex and highest data quality



### Lucrative Market

Targets large, high-growth markets with differentiated technologies



### Complementary

Customer mix maximizes cross-sell opportunities & expands relationships



### Immediate Scale

Scale step-change, foundation and synergies to accelerate profitability



### Financially Attractive

\$300M+ combined revenue and \$80M run-rate synergies<sup>(1)</sup> by 2026 with >\$500M cash at close<sup>(2)</sup>



### Proven Model

World-class leadership and operating discipline to create meaningful value

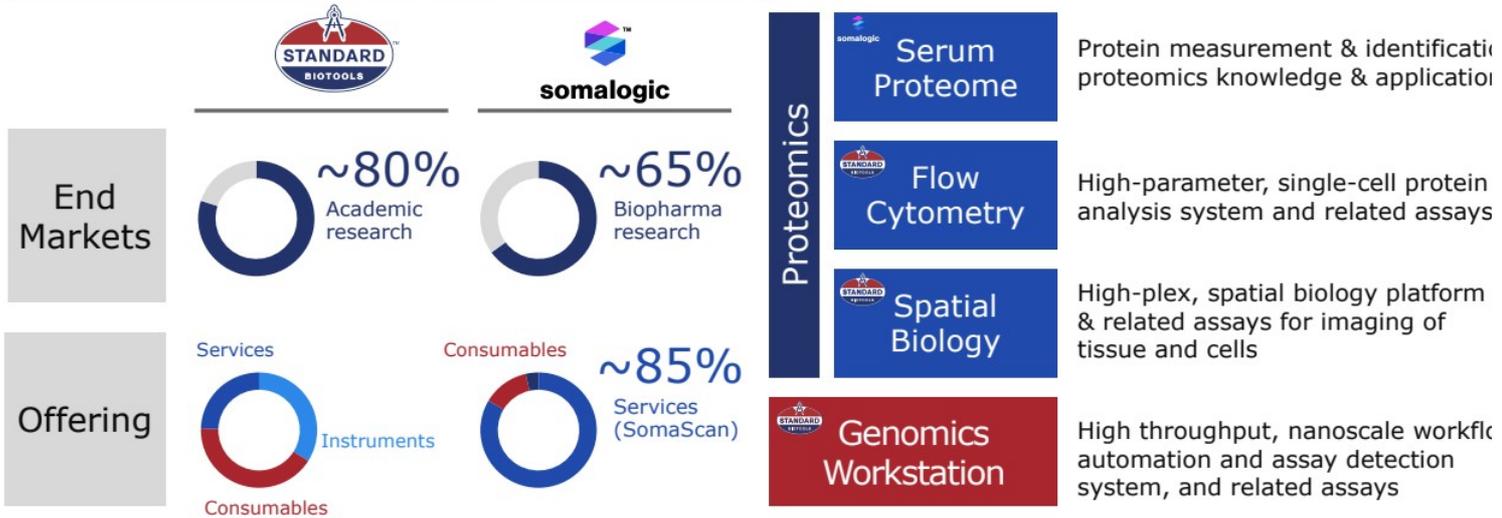
<sup>7</sup> (1) Assumes transaction close in Q1 2024. Total cost synergies exclude non-cash, restructuring-related and other non-recurring costs for each of Standard BioTools and SomaLogic.  
(2) Based on assumed Q1 2024 close and estimated combined cash balance of Standard BioTools and SomaLogic, less estimated transaction costs.

# Complementary Multi-omic Technology Platform

Expands commercial reach with combined capabilities and offerings

## Complementary Capabilities

## Combined Multi-omic Portfolio



# Accelerated Path to Scale and Profitability



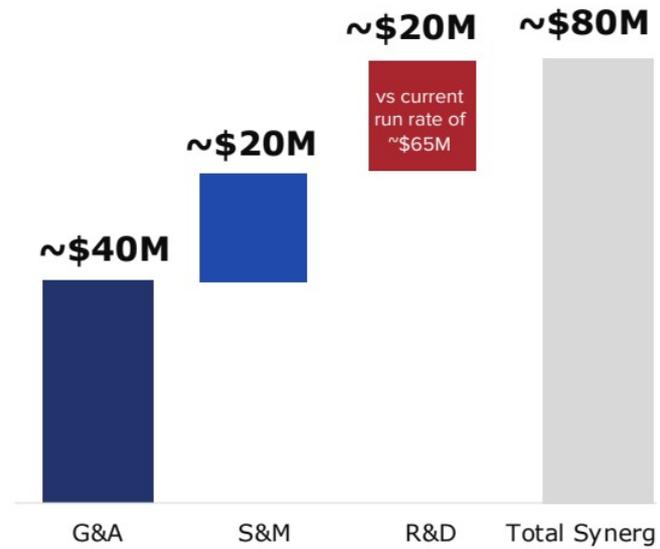
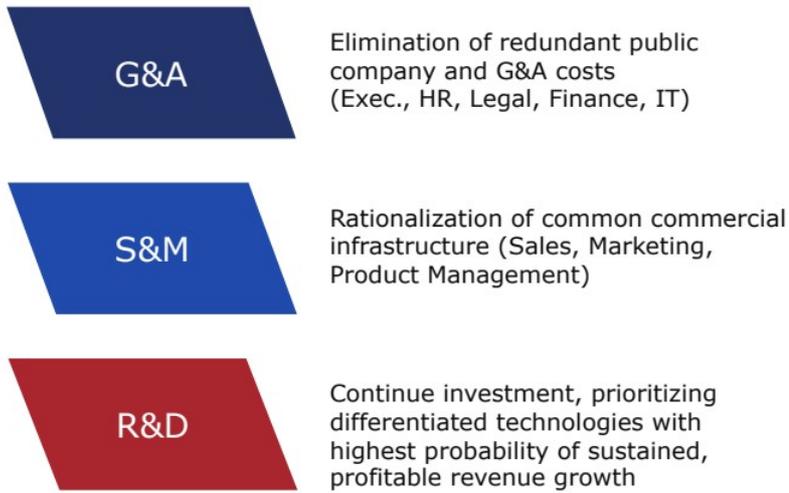
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	2023E <sup>(1)</sup> Pro-Forma combined	Merger Impacts	2026E Pro-Forma combine
Revenue	\$182M to \$190M	<b>Double-Digit</b> Annual revenue growth with synergies	\$300M+
Non-GAAP gross margin	~54%		~65%
Non-GAAP SG&A % of sales	~90%	<b>\$80M</b> Run-rate cost synergies 2023E-2026E <sup>(2)</sup>	~35%
Non-GAAP R&D % of sales	~35%		~15%
Adjusted EBITDA	Negative		>10%
Cash balance	\$500M	<b>Disciplined</b> Cash management	~\$350M+ <sup>(3)</sup>
Free cash flow	(\$140M) to (\$150M)		Positive

9 (1) Assumes Q1 2024 close. 2023E revenue ranges based on full year guidance. Reflects YTD 2023 pro forma adjusted gross margin. Reflects estimated cash balance as of closing, net of transaction fees.  
 (2) Compared to annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related, transaction-related and other non-recurring costs for both Standard BioTools and SomaLogic. (3) Assumes existing Standard BioTools convertible notes are converted to equity at maturity, or refinanced.

# \$80M Synergy Opportunity

Substantial early progress with strong Q3'23 execution



<sup>10</sup> Synergy opportunity compared to combined annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related, transaction-related and other non-recurring costs for both Standard BioTools and SomaLogic.

# SBI Operating Track Record

Strong execution maximizing Fluidigm synergies

	Q1 to Q3 2022	Q1 to Q3 2023	YoY
Revenue	\$71M	\$78M	+10% (+13% core) <sup>1</sup>
Non-GAAP gross margin	50%	60%	+1,000 bps
Non-GAAP operating expense	\$93M	\$74M	(24%)
Operating cash use	\$71M	\$30M	(58%)

11 9 months ended September 30, 2022 vs 9 months ended September 30, 2023 | 1. Revenue growth reflects impact of reduction of \$1.6 million in net revenues generated in 2022 related to discontinued product lines in the Genomics business

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# Combined Leadership

Significant life sciences tools operational experience; track record of integration execution



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## Leadership



**Michael Egholm**  
Chief Executive Officer



**Alex Kim**  
Chief Operating Officer



**Jeffrey Black**  
Chief Financial Officer



**Adam Taich**  
SLGC: Interim CEO  
LAB: Chief Strategy Officer



**Shane Bowen**  
SLGC: Chief R&D Offi  
LAB: Chief Technology O



## 7 Member Board

### CHAIR

**Thomas Carey**  
Carey Advisors

**Michael Egholm**

**Frank Witney**  
 Ampersand

**Fenel Eloi**  
P&M Capital Partners

**Kathy Hibbs**  
 23andMe

**Troy Cox**  
 FOUNDATION MEDICINE

**Eli Casdin**  
 CASDIN CAPITAL



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# A Compelling Combination

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## **Tech Leadership**

Establishes diverse portfolio of multi-omic solutions with highest plex and data quality

## **Lucrative Markets**

Targets large, high-growth markets with differentiated technologies

## **Complementary**

Symbiotic customer mix maximizes cross-selling opportunities and expands relationships

## **Immediate Scale**

Scale step-change, SBS and synergies accelerate path to profitability

## **Financially Attractive**

\$300M+ combined revenue & \$80M run-rate synergies<sup>(1)</sup> by 2026; >\$500M cash at close<sup>(2)</sup>

## **Proven Model**

World-class leadership operating discipline to create meaningful value

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13 (1) Compared to annualized run-rate based on 1H 2023 results. Total cost synergies exclude non-cash, restructuring-related and other non-recurring costs for each of Standard BioTools and SomaLogic.  
(2) Based on assumed Q1 2024 close and estimated combined cash balance of Standard BioTools and SomaLogic, less estimated transaction costs



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# Appendix



# Complementary Multi-Omic Technologies

Differentiated throughput, reliability, and data integrity

## Proteomics Platform

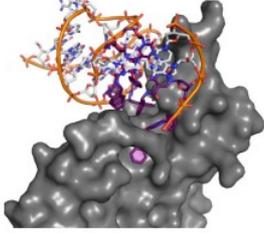
## Genomics Workstation

### Serum Proteome

### Flow Cytometry

### Spatial Biology

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SomaScan® Assay

Protein measurement and identification, proteomics knowledge and applications



CyTOF® XT™ flow cytometry



Maxpar® assays and kits

High-parameter single-cell protein analysis system and related assays



Hyperion™ XTi Imaging System

High-plex spatial biology platform and related assays for imaging of tissue and cells



Biomark™ X9 System for High-Throughput Genomics

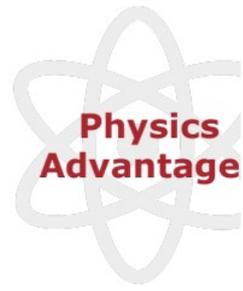


Integrat fluidic circuit

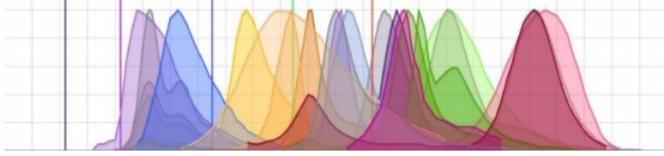
High-throughput nanoscale workflow automation and assay detection system and related assays

# High-Parameter Testing Is a Challenge With Proteins

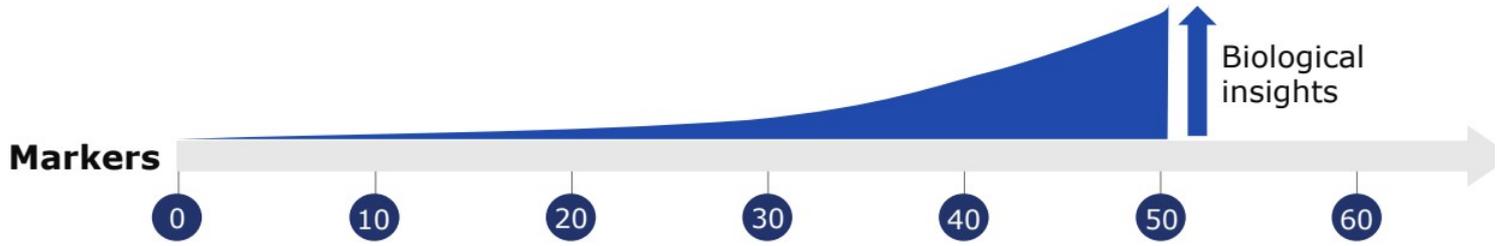
Mass cytometry solves fundamental limitation of fluorescence



**Fluorescent labels**  
Spectral overlap



**VS.** **Metal isotopes for mass cytometry**  
Discrete channels



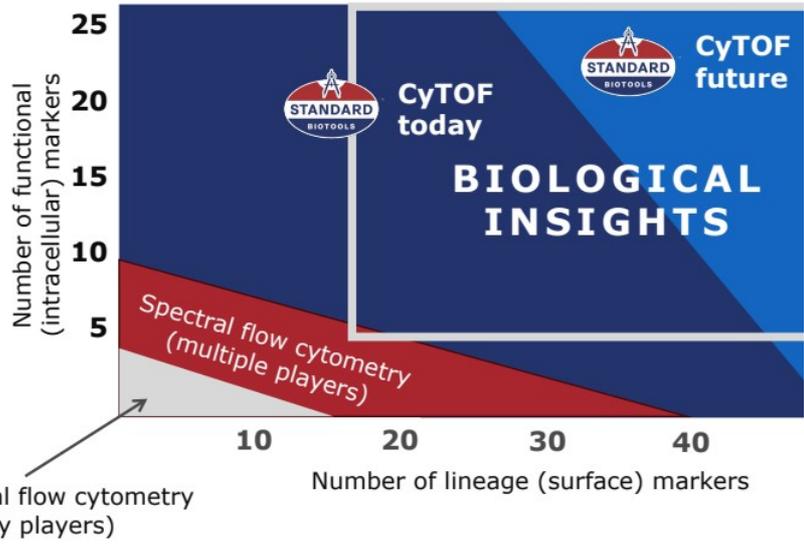
# Flow Cytometry For Translational Research

The **most robust solution** in high-parameter market segment



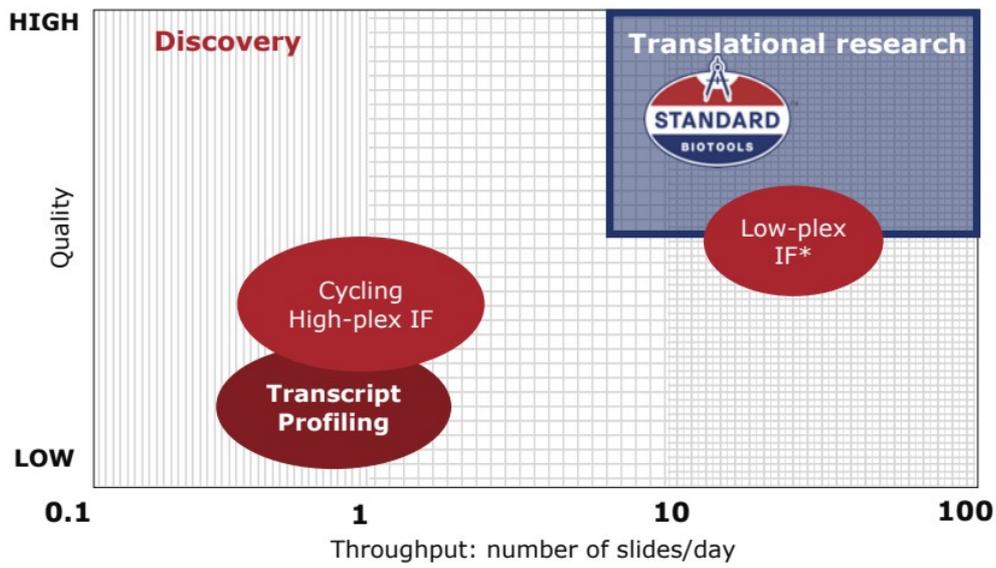
## Physics Advantage

No limit to how many different markers can be detected at once



# Spatial Biology

## Hyperion XTi is a Game-Changer



**40 Slides | 40 Markers  
24 Hours**



## NON-GAAP RECONCILIATION

# Combined Gross Margin

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP Gross Profit (\$M)</b>	\$74.3	\$64.9
Add: Amortization on Technology in COGS	\$8.4	\$8.4
Add: Depreciation and Amortization in COGS	\$1.6	\$1.9
Add: Stock-Based Comp in COGS	\$1.4	\$1.3
<b>Non-GAAP Gross Profit (\$M)</b>	<b>\$85.8</b>	<b>\$76.4</b>
<b>GAAP Gross Margin %</b>	49.6%	46.0%
Add: Amortization on Technology in COGS	5.6%	6.0%
Add: Depreciation and Amortization in COGS	1.1%	1.3%
Add: Stock-Based Comp in COGS	0.9%	0.9%
<b>Non-GAAP Gross Margin %</b>	<b>57.3%</b>	<b>54.2%</b>

<sup>19</sup> Numbers may not add and percentages may not foot due to rounding. | Figures are derived from Condensed Consolidated Statements of Operations as reported in each of Standard Biotools' and SomaLogic's reports on Form 10-Q for the relevant periods.

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## NON-GAAP RECONCILIATION

## Combined R&amp;D Expense

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP R&amp;D Operating Expenses (\$M)</b>	\$80.8M	\$54.4M
Less: Restructuring & related charges in R&D	-	\$0.2M
Less: Stock-based comp in R&D	\$8.3M	\$5.8M
Less: Depreciation & amortization in R&D	\$1.2M	\$1.2M
Less: Impairment of intangible assets in R&D	\$3.5M	-
<b>Non-GAAP R&amp;D Operating Expenses (\$M)</b>	<b>\$67.7</b>	<b>\$47.1</b>
<b>GAAP R&amp;D Operating Expenses %</b>	54.0%	38.6%
Less: Restructuring & related charges in R&D	0.0%	0.2%
Less: Stock-based comp in R&D	5.6%	4.1%
Less: Depreciation & amortization in R&D	0.8%	0.9%
Less: Impairment of intangible assets in R&D	2.4%	0.0%
<b>Non-GAAP R&amp;D Operating Expenses %</b>	<b>45.2%</b>	<b>33.4%</b>

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## NON-GAAP RECONCILIATION

## Combined SG&amp;A Expense

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP SG&amp;A Operating Expenses (\$M)</b>	\$198.1M	\$153.8M
Less: Restructuring & related charges in SG&A	-	\$0.8M
Less: Stock-based comp in SG&A	\$38.5M	\$18.1M
Less: Depreciation & amortization in SG&A	\$3.0M	\$5.4M
Less: Loss on disposal of PP&E	\$1.1M	\$0.1M
<b>Non-GAAP R&amp;D Operating Expenses (\$M)</b>	<b>\$155.5M</b>	<b>\$129.4M</b>
<b>GAAP SG&amp;A Operating Expenses %</b>	132.3%	109.1%
Less: Restructuring & related charges in SG&A	0.0%	0.6%
Less: Stock-based comp in SG&A	25.7%	12.8%
Less: Depreciation & amortization in SG&A	2.0%	3.8%
Less: Loss on disposal of PP&E	0.7%	0.1%
<b>Non-GAAP SG&amp;A Operating Expenses %</b>	<b>103.8%</b>	<b>91.8%</b>

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# Combined Operating Expenses

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP Operating Expenses (\$M)</b>	\$290.7M	\$219.4M
Less: Restructuring & related charges	\$5.1M	\$6.5M
Less: Transaction-related expenses	\$6.7M	\$5.8M
Less: Stock-based comp	\$46.8M	\$23.9M
Less: Depreciation & amortization	\$4.3M	\$6.6M
Less: Impairment of intangible assets	\$3.5M	-
Less: Loss on disposal of PP&E	\$1.1M	\$0.1M
<b>Non-GAAP Operating Expenses (\$M)</b>	<b>\$223.1M</b>	<b>\$176.6M</b>
<b>GAAP Operating Expenses %</b>	194.1%	155.6%
Less: Restructuring & related charges	3.4%	4.6%
Less: Transaction-related expenses	4.5%	4.1%
Less: Stock-based comp	31.3%	16.9%
Less: Depreciation & amortization	2.9%	4.7%
Less: Impairment of intangible assets	2.4%	0.0%
Less: Loss on disposal of PP&E	0.8%	0.1%
<b>Non-GAAP Operating Expenses %</b>	<b>149.0%</b>	<b>125.2%</b>

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## NON-GAAP RECONCILIATION

## SBI Gross Margin % and Op Ex (\$M)

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP Gross Margin %</b>	36.5%	47.5%
Add: Amortization on Technology in COGS	11.9%	10.7%
Add: Depreciation and Amortization in COGS	1.3%	1.3%
Add: Stock-Based Comp in COGS	0.6%	0.8%
<b>Non-GAAP Gross Margin</b>	<b>50.3%</b>	<b>60.3%</b>

	Q1 to Q3 2022	Q1 to Q3 2023
<b>GAAP Operating Expense (\$M)</b>	\$121.0	\$92.3M
Less: Restructuring and related charges	\$5.1M	\$5.4M
Less: Transaction-related expenses	\$3.9M	\$1.7M
Less: Stock-based compensation expense	\$12.7M	\$9.0M
Less: Depreciation and amortization	\$2.1M	\$1.9M
Less: Impairment of intangible assets	\$3.5M	-
Less: Loss on disposal of property and equipment	\$0.2M	-
<b>Non-GAAP Operating Expense (\$M)</b>	<b>\$93.5M</b>	<b>\$74.3M</b>

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