# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
# Washington, D.C. 20549
# FORM 10-Q

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

**For the quarterly period ended September 30, 2023**

**OR**

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

**Commission file number 001-39725**

## Maravai LifeSciences Holdings, Inc.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **85-2786970** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **10770 Wateridge Circle, Suite 200**<br>**San Diego, California**<br>(Address of principal executive offices) | **92121**<br>(Zip code) |

Registrant's telephone number, including area code: (858) 546-0004

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, $0.01 par value | MRVI | The Nasdaq Stock Market LLC |

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

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

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

| | | | |
|---|---|---|---|
| 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 Act). Yes ☐ No ☒

As of November 1, 2023, 132,188,632 shares of the registrant's Class A common stock were outstanding and 119,094,026 shares of the registrant's Class B common stock were outstanding.

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this report, including, without limitation, statements under the section "Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements often may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "can have," "likely" and other words and terms of similar meaning. These statements are based upon management's current expectations, assumptions and estimates and are not guarantees of the timing or nature of our future operating or financial performance or other events. All forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results to differ materially from those that we expected, including:

- The extent and duration of our revenue associated with COVID-19 related products and services are uncertain and are dependent, in important respects, on factors outside of our control.
- We are dependent on the level of our customers' spending on and demand for outsourced nucleic acid production and biologics safety testing products and services. A reduction in spending or change in spending priorities of our customers could significantly reduce demand for our products and services and could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.
- Ongoing macroeconomic challenges and changes in economic conditions, including adverse developments affecting banks and financial institutions, follow-on effects of those events and related systemic pressures, could negatively impact, directly or indirectly, our and our customers' current and future business operations and our financial condition, revenue and earnings.
- Certain of our products are used by customers in the production of vaccines and therapies, some of which represent relatively new and still-developing modes of treatment. Unforeseen adverse events, negative clinical outcomes, development of alternative therapies, or increased regulatory scrutiny of these and their financial cost may damage public perception of the safety, utility, or efficacy of these vaccines and therapies or other modes of treatment and may harm our customers' ability to conduct their business. Such events may negatively impact our revenue and have an adverse effect on our performance.
- We compete with life science, pharmaceutical and biotechnology companies who are substantially larger than we are and potentially capable of developing new approaches that could make our products, services and technology obsolete.
- If our products and services do not perform as expected or the reliability of the technology on which our products and services are based is questioned, we could experience lost revenue, delayed or reduced market acceptance of our products and services, increased costs and damage to our reputation.
- Our products are highly complex and are subject to quality control requirements.
- Our commercial success depends on the market acceptance of our life science reagents. Our reagents may not achieve or maintain significant commercial market acceptance.
- Our operating results may fluctuate significantly in the future, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide.
- Ongoing geopolitical instability and the resulting economic disruption may negatively impact our business, operations and financial condition.
- Our acquisitions expose us to risks that could adversely affect our business, and we may not achieve the anticipated benefits of acquisitions of businesses or technologies.
- Product liability lawsuits against us could cause us to incur substantial liabilities, limit sales of our existing products and limit commercialization of any products that we may develop.
- Our acquisitions expose us to risks that could adversely affect our business, and we may not achieve the anticipated benefits of acquisitions of businesses or technologies.
- We depend on a limited number of customers for a high percentage of our revenue. If we cannot maintain our current relationships with customers, fail to sustain recurring sources of revenue with our existing customers, or if we fail to enter into new relationships, our future operating results will be adversely affected.

- We rely on a limited number of suppliers or, in some cases, sole suppliers, for some of our raw materials and may not be able to find replacements or immediately transition to alternative suppliers.
- Our products could become subject to more onerous regulation by the FDA or other regulatory agencies in the future, which could increase our costs and delay or prevent commercialization of our products, thereby materially and adversely affecting our business, financial condition, results of operations, cash flows and prospects.
- If we are unable to obtain, maintain and enforce intellectual property protection for our current or future products, or if the scope of our intellectual property protection is not sufficiently broad, our ability to commercialize our products successfully and to compete effectively may be materially adversely affected.
- If we fail to comply with our obligations under any license agreements, disagree over contract interpretation, or otherwise experience disruptions to our business relationships with our licensors, we could lose intellectual property rights that are necessary to our business.
- Our existing indebtedness could adversely affect our business and growth prospects.
- Our principal asset is our interest in Maravai Topco Holdings, LLC ("Topco LLC"), and, accordingly, we depend on distributions from Topco LLC to pay our taxes and expenses, including payments under a tax receivable agreement with the former owners of Topco LLC (the "Tax Receivable Agreement" or "TRA"). Topco LLC's ability to make such distributions may be subject to various limitations and restrictions.
- Conflicts of interest could arise between our shareholders and Maravai Life Sciences Holdings, LLC ("MLSH 1"), the only other member of Topco LLC, which may impede business decisions that could benefit our shareholders.
- The Tax Receivable Agreement requires us to make cash payments to MLSH 1 and Maravai Life Sciences Holdings 2, LLC ("MLSH 2"), an entity through which certain of our former owners hold their interests in the Company, in respect of certain tax benefits to which we may become entitled, and we expect that the payments we will be required to make will be substantial.
- Our organizational structure, including the Tax Receivable Agreement, confers certain benefits upon MLSH 1 and MLSH 2 that will not benefit the other common shareholders to the same extent as they will benefit MLSH 1 and MLSH 2.
- GTCR, LLC ("GTCR") controls us, and its interests may conflict with ours or yours in the future.
- Provisions of our corporate governance documents could make an acquisition of us more difficult and may prevent attempts by our shareholders to replace or remove our current management, even if beneficial to our shareholders.

We derive many of our forward-looking statements from our operating budgets and forecasts, which are based on many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause our actual results to differ materially from our expectations or cautionary statements are disclosed under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2022 and in this Quarterly Report on Form 10-Q.

The forward-looking statements included in this report are made only as of the date hereof. We undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**Part I.**

**Item 1. Financial Statements and Supplementary Data**

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS**
**(in thousands, except par value)**
**(Unaudited)**

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 579,605 | $ 632,138 |
| Accounts receivable, net | 45,674 | 138,624 |
| Inventory | 49,142 | 43,152 |
| Prepaid expenses and other current assets | 22,916 | 25,798 |
| Government funding receivable | 3,528 | 8,190 |
| Total current assets | 700,865 | 847,902 |
| Property and equipment, net | 153,565 | 52,694 |
| Goodwill | 326,029 | 283,668 |
| Intangible assets, net | 227,856 | 216,663 |
| Deferred tax assets | 773,659 | 765,799 |
| Other assets | 85,579 | 115,589 |
| Total assets | $ 2,267,553 | $ 2,282,315 |
| **Liabilities and stockholders' equity** | | |
| Current liabilities: | | |
| Accounts payable | $ 9,424 | $ 5,991 |
| Accrued expenses and other current liabilities | 56,042 | 53,371 |
| Deferred revenue | 2,553 | 3,088 |
| Current portion of payable to related parties pursuant to the Tax Receivable Agreement | 4,198 | 42,254 |
| Current portion of long-term debt | 5,440 | 5,440 |
| Current portion of finance lease liabilities | 596 | — |
| Total current liabilities | 78,253 | 110,144 |
| Long-term debt, less current portion | 519,520 | 521,997 |
| Finance lease liabilities, less current portion | 32,077 | — |
| Deferred tax liabilities | 6,690 | — |
| Payable to related parties pursuant to the Tax Receivable Agreement, less current portion | 674,201 | 675,956 |
| Other long-term liabilities | 64,531 | 68,975 |
| Total liabilities | 1,375,272 | 1,377,072 |
| Stockholders' equity: | | |
| Class A common stock, $0.01 par value - 500,000 shares authorized; 131,945 and 131,692 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively | 1,319 | 1,317 |
| Class B common stock, $0.01 par value - 300,000 shares authorized; 119,094 and 123,669 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively | 1,191 | 1,237 |
| Additional paid-in capital | 125,088 | 137,898 |
| Retained earnings | 391,696 | 404,766 |
| Total stockholders' equity attributable to Maravai LifeSciences Holdings, Inc. | 519,294 | 545,218 |
| Non-controlling interest | 372,987 | 360,025 |
| Total stockholders' equity | 892,281 | 905,243 |
| Total liabilities and stockholders' equity | $ 2,267,553 | $ 2,282,315 |

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

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
**(in thousands, except per share amounts)**
**(Unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| **Revenue** | $ 66,865 | $ 191,263 | $ 214,804 | $ 678,288 |
| **Operating expenses:** | | | | |
| Cost of revenue | 36,686 | 38,176 | 113,635 | 115,704 |
| Selling, general and administrative | 38,864 | 30,795 | 112,912 | 92,056 |
| Research and development | 4,347 | 5,389 | 12,686 | 13,358 |
| Change in estimated fair value of contingent consideration | 2,385 | — | 69 | (7,800) |
| Total operating expenses | 82,282 | 74,360 | 239,302 | 213,318 |
| (Loss) income from operations | (15,417) | 116,903 | (24,498) | 464,970 |
| **Other income (expense):** | | | | |
| Interest expense | (11,637) | (3,136) | (30,492) | (10,234) |
| Interest income | 7,432 | — | 20,268 | — |
| Loss on extinguishment of debt | — | — | — | (208) |
| Change in payable to related parties pursuant to the Tax Receivable Agreement | (1,007) | — | (2,342) | 2,340 |
| Other income (expense) | 66 | (4) | (1,386) | (1,272) |
| (Loss) income before income taxes | (20,563) | 113,763 | (38,450) | 455,596 |
| Income tax (benefit) expense | (5,461) | 14,110 | (10,057) | 52,362 |
| **Net (loss) income** | (15,102) | 99,653 | (28,393) | 403,234 |
| Net (loss) income attributable to non-controlling interests | (8,640) | 55,184 | (15,323) | 220,663 |
| **Net (loss) income attributable to Maravai LifeSciences Holdings, Inc.** | $ (6,462) | $ 44,469 | $ (13,070) | $ 182,571 |
| | | | | |
| **Net (loss) income per Class A common share attributable to Maravai LifeSciences Holdings, Inc.:** | | | | |
| Basic | $ (0.05) | $ 0.34 | $ (0.10) | $ 1.39 |
| Diluted | $ (0.05) | $ 0.34 | $ (0.10) | $ 1.37 |
| | | | | |
| **Weighted average number of Class A common shares outstanding:** | | | | |
| Basic | 131,930 | 131,540 | 131,845 | 131,518 |
| Diluted | 131,930 | 131,651 | 131,845 | 255,323 |

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

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**
**(in thousands)**
**(Unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Net (loss) income | $ (15,102) | $ 99,653 | $ (28,393) | $ 403,234 |
| Comprehensive (loss) income attributable to non-controlling interests | (8,640) | 55,184 | (15,323) | 220,663 |
| Total comprehensive (loss) income attributable to Maravai LifeSciences Holdings, Inc. | $ (6,462) | $ 44,469 | $ (13,070) | $ 182,571 |

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

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**
**(in thousands)**
**(Unaudited)**

| | Three Months Ended September 30, 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock | | Class B Common Stock | | | | | |
| | Shares | Amount | Shares | Amount | Additional Paid-In Capital | Retained Earnings | Non-Controlling Interest | Total Stockholders' Equity |
| **June 30, 2023** | 131,901 | $ 1,319 | 119,094 | $ 1,191 | $ 119,903 | $ 398,158 | $ 377,067 | $ 897,638 |
| Issuance of Class A common stock under employee equity plans, net of shares withheld for employee taxes | 44 | — | — | — | (242) | — | — | (242) |
| Non-controlling interest adjustment for changes in proportionate ownership in Topco LLC | — | — | — | — | 178 | — | (178) | — |
| Stock-based compensation | — | — | — | — | 5,249 | — | 4,738 | 9,987 |
| Net loss | — | — | — | — | — | (6,462) | (8,640) | (15,102) |
| **September 30, 2023** | 131,945 | $ 1,319 | 119,094 | $ 1,191 | $ 125,088 | $ 391,696 | $ 372,987 | $ 892,281 |

| | Nine Months Ended September 30, 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock | | Class B Common Stock | | | | | |
| | Shares | Amount | Shares | Amount | Additional Paid-In Capital | Retained Earnings | Non-Controlling Interest | Total Stockholders' Equity |
| **December 31, 2022** | 131,692 | $ 1,317 | 123,669 | $ 1,237 | $ 137,898 | $ 404,766 | $ 360,025 | $ 905,243 |
| Effects of Structuring Transactions | — | — | (4,575) | (46) | (26,348) | — | 26,392 | (2) |
| Issuance of Class A common stock under employee equity plans, net of shares withheld for employee taxes | 253 | 2 | — | — | (208) | — | — | (206) |
| Non-controlling interest adjustment for changes in proportionate ownership in Topco LLC | — | — | — | — | 493 | — | (493) | — |
| Stock-based compensation | — | — | — | — | 13,253 | — | 11,993 | 25,246 |
| Distribution for tax liabilities to non-controlling interest holder | — | — | — | — | — | — | (9,607) | (9,607) |
| Net loss | — | — | — | — | — | (13,070) | (15,323) | (28,393) |
| **September 30, 2023** | 131,945 | $ 1,319 | 119,094 | $ 1,191 | $ 125,088 | $ 391,696 | $ 372,987 | $ 892,281 |

| | Three Months Ended September 30, 2022 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock | | Class B Common Stock | | | | | |
| | Shares | Amount | Shares | Amount | Additional Paid-In Capital | Retained Earnings | Non-Controlling Interest | Total Stockholders' Equity |
| **June 30, 2022** | 131,539 | $ 1,315 | 123,669 | $ 1,237 | $ 131,373 | $ 322,663 | $ 317,204 | $ 773,792 |
| Effect of exchange of LLC Units | — | — | — | — | — | — | — | — |
| Issuance of Class A common stock under employee equity plans, net of shares withheld for employee taxes | 1 | — | — | — | 25 | — | — | 25 |
| Non-controlling interest adjustment for changes in proportionate ownership in Topco LLC | — | — | — | — | (35) | — | 35 | — |
| Stock-based compensation | — | — | — | — | 2,443 | — | 2,297 | 4,740 |
| Distribution for tax liabilities to non-controlling interest holder | — | — | — | — | 271 | — | (36,812) | (36,541) |
| Net income | — | — | — | — | — | 44,469 | 55,184 | 99,653 |
| **September 30, 2022** | 131,540 | $ 1,315 | 123,669 | $ 1,237 | $ 134,077 | $ 367,132 | $ 337,908 | $ 841,669 |

| | Nine Months Ended September 30, 2022 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Class A Common Stock | | Class B Common Stock | | | | | |
| | Shares | Amount | Shares | Amount | Additional Paid-In Capital | Retained Earnings | Non-Controlling Interest | Total Stockholders' Equity |
| **December 31, 2021** | 131,488 | $ 1,315 | 123,669 | $ 1,237 | $ 128,386 | $ 184,561 | $ 229,862 | $ 545,361 |
| Issuance of Class A common stock under employee equity plans, net of shares withheld for employee taxes | 52 | — | — | — | 1,173 | — | — | 1,173 |
| Non-controlling interest adjustment for changes in proportionate ownership in Topco LLC | — | — | — | — | (529) | — | 529 | — |
| Stock-based compensation | — | — | — | — | 6,532 | — | 6,143 | 12,675 |
| Distribution for tax liabilities to non-controlling interest holder | — | — | — | — | 206 | — | (119,289) | (119,083) |
| Impact of change to deferred tax asset associated with cash contribution to Topco LLC | — | — | — | — | (1,691) | — | — | (1,691) |
| Net income | — | — | — | — | — | 182,571 | 220,663 | 403,234 |
| **September 30, 2022** | 131,540 | $ 1,315 | 123,669 | $ 1,237 | $ 134,077 | $ 367,132 | $ 337,908 | $ 841,669 |

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

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**
**(Unaudited)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2023** | **2022** |
| **Operating activities:** | | |
| Net (loss) income | $ (28,393) | $ 403,234 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | |
| Depreciation | 8,966 | 5,604 |
| Amortization of intangible assets | 20,487 | 18,033 |
| Amortization of operating lease right-of-use assets | 6,348 | 4,437 |
| Amortization of deferred financing costs | 2,186 | 2,134 |
| Stock-based compensation expense | 25,246 | 12,675 |
| Loss on extinguishment of debt | — | 208 |
| Deferred income taxes | (9,808) | 35,307 |
| Change in estimated fair value of contingent consideration | 69 | (7,800) |
| Revaluation of liabilities under the Tax Receivable Agreement | 2,342 | (2,340) |
| Other | (4,474) | (5,529) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 93,180 | 3,502 |
| Inventory | 2,833 | (9,814) |
| Prepaid expenses and other assets | 1,761 | (36,375) |
| Accounts payable | 3,625 | 1,890 |
| Accrued expenses and other current liabilities | 8,962 | 14,114 |
| Deferred revenue | (558) | (4,388) |
| Other long-term liabilities | (14,338) | 1,750 |
| Net cash provided by operating activities | 118,434 | 436,642 |
| **Investing activities:** | | |
| Cash paid for acquisition of a business, net of cash acquired | (69,622) | (238,836) |
| Purchases of property and equipment | (48,754) | (10,876) |
| Proceeds from government assistance allocated to property and equipment | 8,969 | — |
| Proceeds from sale of business, net of cash divested | — | 620 |
| Net cash used in investing activities | (109,407) | (249,092) |
| **Financing activities:** | | |
| Distributions for tax liabilities to non-controlling interest holders | (9,607) | (119,289) |
| Proceeds from borrowings of long-term debt | — | 8,455 |
| Principal repayments of long-term debt | (4,080) | (12,535) |
| Payments of finance lease liabilities | (190) | — |
| Proceeds from derivative instruments | 3,845 | — |
| Payment of acquisition consideration holdback | (9,706) | — |
| Payments to MLSH 1 pursuant to the Tax Receivable Agreement | (35,661) | — |
| Payments to MLSH 2 pursuant to the Tax Receivable Agreement | (6,492) | — |
| Proceeds from issuance of Class A common stock under employee equity plans, net of shares withheld for employee taxes | 331 | 1,993 |
| Net cash used in financing activities | (61,560) | (121,376) |
| Net (decrease) increase in cash and cash equivalents | (52,533) | 66,174 |
| Cash and cash equivalents, beginning of period | 632,138 | 551,272 |

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2023 | 2022 |
| Cash and cash equivalents, end of period | $ 579,605 | $ 617,446 |
| | | |
| **Supplemental cash flow information:** | | |
| Cash paid for interest | $ 32,188 | $ 11,416 |
| Cash (refunded) paid for income taxes, net | $ (3,077) | $ 19,581 |
| | | |
| **Supplemental disclosures of non-cash activities:** | | |
| Property and equipment included in accounts payable and accrued expenses | $ 3,703 | $ 1,799 |
| Accrued receivable for capital expenditures to be reimbursed under a government contract | $ 3,528 | $ 1,105 |
| Right-of-use assets obtained in exchange for new finance lease liabilities | $ 32,862 | $ — |
| Right-of-use assets obtained in exchange for new operating lease liabilities | $ 3,931 | $ 7,872 |
| Fair value of contingent consideration liability recorded in connection with acquisition of a business | $ 5,289 | $ 7,800 |
| Accrued consideration payable for MyChem acquisition | $ — | $ 10,000 |

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

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

## 1. Organization and Significant Accounting Policies

### Description of Business

Maravai LifeSciences Holdings, Inc. (the "Company", and together with its consolidated subsidiaries, "Maravai", "we", "us", and "our") provides critical products to enable the development of drugs, therapeutics, diagnostics and vaccines and to support research on human diseases. Our products address the key phases of biopharmaceutical development and include complex nucleic acids for diagnostic and therapeutic applications and antibody-based products to detect impurities during the production of biopharmaceutical products.

The Company is headquartered in San Diego, California, and has two principal businesses: Nucleic Acid Production and Biologics Safety Testing. Our Nucleic Acid Production business manufactures and sells products used in the fields of gene therapy, vaccines, nucleoside chemistry, oligonucleotide therapy and molecular diagnostics, including reagents used in the chemical synthesis, modification, labelling and purification of deoxyribonucleic acid ("DNA") and ribonucleic acid ("RNA"). Our core Nucleic Acid Production offerings include messenger ribonucleic acid ("mRNA"), long and short oligonucleotides, our proprietary CleanCap® capping technology and oligonucleotide building blocks, and custom enzyme development and manufacturing. Our Biologics Safety Testing business sells highly specialized analytical products for use in biologic manufacturing process development, including custom product-specific development antibody and assay development services.

### Organization and Organizational Transactions

We were incorporated as a Delaware corporation in August 2020 for the purpose of facilitating an initial public offering ("IPO"). Immediately prior to the IPO, we effected a series of organizational transactions (the "Organizational Transactions"), which, together with the IPO, were completed in November 2020, that resulted in the Company operating, controlling all of the business affairs and becoming the ultimate parent company of Maravai Topco Holdings, LLC ("Topco LLC") and its consolidated subsidiaries. Maravai Life Sciences Holdings, LLC ("MLSH 1"), which is controlled by investment entities affiliated with GTCR, is the only other member of Topco LLC.

The Company is the sole managing member of Topco LLC, which operates and controls TriLink Biotechnologies, LLC ("TriLink"), Glen Research, LLC, MockV Solutions, LLC, Cygnus Technologies, LLC ("Cygnus") and Alphazyme, LLC ("Alphazyme") and their respective subsidiaries.

In connection with the Company's acquisition of Alphazyme (see Note 2), the Company undertook a series of structuring transactions (the "Structuring Transactions"), including:

- On January 18, 2023, the Company acquired all of the outstanding membership interests in Alphazyme (see Note 2).
- On January 19, 2023, the Company entered into a contribution agreement (the "Contribution Agreement") with Alphazyme Holdings, Inc. ("Alphazyme Holdings"), a wholly owned subsidiary of the Company, pursuant to which the Company contributed all such membership interests in Alphazyme (the "Alphazyme Membership Interest") to Alphazyme Holdings.
- On January 22, 2023, Alphazyme Holdings entered into a contribution and exchange agreement (the "Contribution and Exchange Agreement") with Topco LLC, pursuant to which it contributed all of the Alphazyme Membership Interests to TopCo LLC in exchange for 5,059,134 newly-issued LLC Units of Topco LLC at a price per unit of $13.87, which was equal to the 50-day volume-weighted average price of the Company's Class A common stock as calculated on January 18, 2023 (the "Contribution and Exchange").
- Immediately following the Contribution and Exchange, the Company entered into a forfeiture agreement (the "Forfeiture Agreement") with Alphazyme Holdings, TopCo LLC and MLSH 1, a related party, pursuant to which each of the Company (together with Alphazyme Holdings) and MLSH 1 agreed to forfeit 5,059,134 and 4,871,970 LLC Units, respectively, representing 3.7% of the Company's (together with Alphazyme Holdings) and MLSH 1's respective LLC Units of Topco LLC, and an equal number of shares of the Company's Class B common stock, par value $0.01 per share, were forfeited by MLSH 1, in each case for no consideration.

These were considered transactions between entities under common control. As a result, the consolidated financial statements for periods prior to the these transactions have been adjusted to combine the previously separate entities for presentation purposes.

**Basis of Presentation**

The Company operates and controls all of the business and affairs of Topco LLC, and, through Topco LLC and its subsidiaries, conducts its business. Because we manage and operate the business and control the strategic decisions and day-to-day operations of Topco LLC and also have a substantial financial interest in Topco LLC, we consolidate the financial results of Topco LLC, and a portion of our net (loss) income is allocated to the non-controlling interests in Topco LLC held by MLSH 1.

The accompanying unaudited interim condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and accounts between the businesses comprising the Company have been eliminated in the accompanying consolidated financial statements.

**Unaudited Interim Condensed Consolidated Financial Statements**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to Form 10-Q of Regulation S-X of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These unaudited condensed consolidated financial statements include all adjustments necessary to fairly state the financial position and the results of our operations and cash flows for interim periods in accordance with GAAP. All such adjustments are of a normal, recurring nature. Operating results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023 or for any future period.

The condensed consolidated balance sheet presented as of December 31, 2022 has been derived from the audited consolidated financial statements as of that date. The condensed consolidated financial statements and notes are presented as permitted by Form 10-Q and do not contain all information that is included in the annual financial statements and notes thereto of the Company. The condensed consolidated financial statements and notes included in this report should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 ("2022 Form 10-K") filed with the SEC.

**Use of Estimates**

The preparation of consolidated financial statements in accordance with GAAP requires the Company to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, equity, revenue and expenses, and related disclosures. These estimates form the basis for judgments the Company makes about the carrying values of assets and liabilities that are not readily apparent from other sources. The Company bases its estimates and judgments on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances. These estimates are based on management's knowledge about current events and expectations about actions the Company may undertake in the future. Significant estimates include, but are not limited to, the measurement of right-of-use assets and lease liabilities and related incremental borrowing rate, the payable to related parties pursuant to the Tax Receivable Agreement (as defined in Note 12), the realizability of our net deferred tax assets, and the valuation of goodwill and intangible assets acquired in business combinations. Actual results could differ materially from those estimates.

**Significant Accounting Policies**

A description of the Company's significant accounting policies is included in Note 1 of the Notes to the Consolidated Financial Statements included in its 2022 Form 10-K. There have been no material changes in the Company's significant accounting policies during the three and nine months ended September 30, 2023.

**Revenue Recognition**

The Company generates revenue primarily from the sale of products and, to a much lesser extent, services in the fields of nucleic acid production and biologics safety testing. Revenue is recognized when control of promised goods or services is transferred to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To determine revenue recognition for its arrangements with customers, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The majority of the Company's contracts include only one performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is defined as the unit of account for revenue recognition. The Company also recognizes revenue from other contracts that may include a combination of products and services, the provision of solely services, or from license fee arrangements which may be associated with the delivery of product. Where there is a combination of products and services, the Company accounts for the promises as individual performance obligations if they are concluded to be distinct. Performance

obligations are considered distinct if they are both capable of being distinct and distinct within the context of the contract. In determining whether performance obligations meet the criteria for being distinct, the Company considers a number of factors, such as the degree of interrelation and interdependence between obligations, and whether or not the good or service significantly modifies or transforms another good or service in the contract. As a practical expedient, we do not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less. Contracts with customers are evaluated on a contract-by-contract basis as contracts may include multiple types of goods and services as described below.

***Nucleic Acid Production***

Nucleic Acid Production revenue is generated from the manufacture and sale of highly modified, complex nucleic acids products to support the needs of our customers' research, therapeutic and vaccine programs. The primary offering of products includes CleanCap®, mRNA and specialized oligonucleotides. Contracts typically consist of a single performance obligation. We also sell nucleic acid products for labeling and detecting proteins in cells and tissue samples research. The Company recognizes revenue from these products in the period in which the performance obligation is satisfied by transferring control to the customer. Revenue for nucleic acid catalog products is recognized at a single point in time, generally upon shipment to the customer. Revenue for contracts for certain custom nucleic acid products, with an enforceable right to payment and a reasonable margin for work performed to date, is recognized over time, based on a cost-to-cost input method over the manufacturing period. Payments received from customers in advance of manufacturing their products is recorded as deferred revenue until the products are delivered.

***Biologics Safety Testing***

The Company's Biologics Safety Testing revenue is associated with the sale of bioprocess impurity detection kit products. We also enter into contracts that include custom antibody development, assay development and antibody affinity extraction services. These products and services enable the detection of impurities that occur in the manufacturing of biologic drugs and other therapeutics. The Company recognizes revenue from the sale of bioprocess impurity detection kits in the period in which the performance obligation is satisfied by transferring control to the customer. Custom antibody development contracts consist of a single performance obligation, typically with an enforceable right to payment and a reasonable margin for work performed to date. Revenue is recognized over time based on a cost-to-cost input method over the contract term. Where an enforceable right to payment does not exist, revenue is recognized at a point in time when control is transferred to the customer. Assay development service contracts consist of a single performance obligation. Revenue is recognized at a point in time when a successful antigen test and report is provided to the customer. Affinity extraction services, which generally occur over a short period of time, consist of a single performance obligation to perform the extraction service and provide a summary report to the customer. Revenue is recognized either over time or at a point in time depending on contractual payment terms with the customer.

The Company elected the practical expedient to not disclose the unfulfilled performance obligations for contracts with an original length of one year or less. The Company had no material unfulfilled performance obligations for contracts with an original length greater than one year for any period presented.

The Company accepts returns only if the products do not meet customer specifications, and historically, the Company's volume of product returns has not been significant. Further, no warranties are provided for promised goods and services other than assurance type warranties.

Revenue for an individual contract is recognized at the related transaction price, which is the amount the Company expects to be entitled to in exchange for transferring the products and/or services. The transaction price for product sales is calculated at the contracted product selling price. The transaction price for a contract with multiple performance obligations is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices for products are determined based on the prices charged to customers, which are directly observable. Standalone selling price of services are mostly based on time and materials. Generally, payments from customers are due when goods and services are transferred. As most contracts contain a single performance obligation, the transaction price is representative of the standalone selling price charged to customers. Revenue is recognized only to the extent that it is probable that a significant reversal of the cumulative amount recognized will not occur in future periods. Variable consideration has not been material to our consolidated financial statements.

***Sales taxes***

Sales taxes collected by the Company are not included in the transaction price as revenue as they are ultimately remitted to a governmental authority.

***Shipping and handling costs***

The Company has elected to account for shipping and handling activities related to contracts with customers as costs to fulfill the promise to transfer the associated products. Accordingly, revenue for shipping and handling is recognized at the same time that the related product revenue is recognized.

***Contract costs***

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred when the amortization period of the assets that otherwise would have been recognized is one year or less. These costs are included in sales and marketing and general and administrative expenses. The costs to fulfill the contracts are determined to be immaterial and are recognized as an expense when incurred.

***Contract balances***

Contract assets are generated when contractual billing schedules differ from revenue recognition timing and the Company records a contract receivable when it has an unconditional right to consideration. There were no contract asset balances as of September 30, 2023 and December 31, 2022.

Contract liabilities include billings in excess of revenue recognized, such as customer deposits and deferred revenue. Customer deposits, which are included in accrued expenses, are recorded when cash payments are received or due in advance of performance. Deferred revenue is recorded when the Company has unsatisfied performance obligations. Total contract liabilities was $4.8 million as of September 30, 2023 and December 31, 2022. Contract liabilities are expected to be recognized as revenue within the next twelve months.

***Disaggregation of revenue***

The following tables summarize the revenue by segment and region for the periods presented (in thousands):

| | Three Months Ended September 30, 2023 | | |
|---|---|---|---|
| | Nucleic Acid Production | Biologics Safety Testing | Total |
| North America | $ 27,893 | $ 6,622 | $ 34,515 |
| Europe, the Middle East and Africa | 3,703 | 3,919 | 7,622 |
| Asia Pacific | 19,601 | 5,022 | 24,623 |
| Latin and Central America | 31 | 74 | 105 |
| Total revenue | $ 51,228 | $ 15,637 | $ 66,865 |

| | Nine Months Ended September 30, 2023 | | |
|---|---|---|---|
| | Nucleic Acid Production | Biologics Safety Testing | Total |
| North America | $ 88,961 | $ 20,392 | $ 109,353 |
| Europe, the Middle East and Africa | 21,345 | 12,418 | 33,763 |
| Asia Pacific | 55,495 | 15,820 | 71,315 |
| Latin and Central America | 143 | 230 | 373 |
| Total revenue | $ 165,944 | $ 48,860 | $ 214,804 |

| | Three Months Ended September 30, 2022 | | |
|---|---|---|---|
| | Nucleic Acid Production | Biologics Safety Testing | Total |
| North America | $ 91,130 | $ 6,583 | $ 97,713 |
| Europe, the Middle East and Africa | 77,755 | 4,069 | 81,824 |
| Asia Pacific | 5,931 | 5,541 | 11,472 |
| Latin and Central America | 65 | 189 | 254 |
| Total revenue | $ 174,881 | $ 16,382 | $ 191,263 |

| | Nine Months Ended September 30, 2022 | | |
|---|---|---|---|
| | Nucleic Acid Production | Biologics Safety Testing | Total |
| North America | $ 252,563 | $ 21,274 | $ 273,837 |
| Europe, the Middle East and Africa | 322,566 | 13,344 | 335,910 |
| Asia Pacific | 48,535 | 19,474 | 68,009 |
| Latin and Central America | 115 | 417 | 532 |
| Total revenue | $ 623,779 | $ 54,509 | $ 678,288 |

Total revenue is attributed to geographic regions based on the bill-to location of the transaction. For all periods presented, the majority of our revenue was recognized at a point in time.

**Non-Controlling Interests**

Non-controlling interests represent the portion of profit or loss, net assets and comprehensive (loss) income of our consolidated subsidiaries that is not allocable to the Company based on our percentage of ownership of such entities.

In November 2020, following the completion of the Organizational Transactions, we became the sole managing member of Topco LLC. As of September 30, 2023, we held approximately 52.6% of the outstanding LLC Units of Topco LLC, and MLSH 1 held approximately 47.4% of the outstanding LLC Units of Topco LLC. Therefore, we report non-controlling interests based on the percentage of LLC Units of Topco LLC held by MLSH 1 on the condensed consolidated balance sheet as of September 30, 2023. Income or loss attributed to the non-controlling interest in Topco LLC is based on the LLC Units outstanding during the period for which the income or loss is generated and is presented on the condensed consolidated statements of operations and condensed consolidated statements of comprehensive (loss) income.

MLSH 1 is entitled to exchange its LLC Units of Topco LLC, together with an equal number of shares of our Class B common stock (together referred to as "Paired Interests"), for shares of Class A common stock on a one-for-one basis or, at our election, for cash, from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale). As such, future exchanges of Paired Interests by MLSH 1 will result in a change in ownership and reduce or increase the amount recorded as non-controlling interests and increase or decrease additional paid-in-capital when Topco LLC has positive or negative net assets, respectively. For the nine months ended September 30, 2023 and 2022, MLSH 1 did not exchange any Paired Interests.

Distributions of $9.6 million for tax liabilities were made to MLSH 1 during the nine months ended September 30, 2023. Distributions of $36.8 million and $119.3 million for tax liabilities were made to MLSH 1 during the three and nine months ended September 30, 2022, respectively. No such distributions were made during the three months ended September 30, 2023.

**Segment Information**

The Company operates in two reportable segments. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the Company's chief operating decision maker ("CODM") in deciding how to allocate resources and assessing performance. The CODM allocates resources and assesses performance based upon discrete financial information at the segment level. All of our long-lived assets are located in the United States.

**Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The carrying value of these cash equivalents approximates fair value. Cash and cash equivalents consist of deposits held at financial institutions and money market funds.

**Accounts Receivable and Allowance for Credit Losses**

Accounts receivable primarily consist of amounts due from customers for product sales and services. The Company's expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to trade receivables with similar risk characteristics such as the length of time the balance has been outstanding, liquidity and financial position of the customer, and the geographic location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivable, in which case the Company records its expected credit losses on an individual asset basis.

The allowance for credit losses was approximately $2.2 million as of September 30, 2023 and December 31, 2022. Write-offs of accounts receivable were not significant during the three and nine months ended September 30, 2023. There were $0.5 million of recoveries during the nine months ended September 30, 2023. There were no recoveries during the three months ended September 30, 2023. Write-offs of accounts receivable and recoveries were not significant during the three and nine months ended September 30, 2022.

**Net (Loss) Income per Class A Common Share Attributable to Maravai LifeSciences Holdings, Inc.**

Basic net (loss) income per Class A common share attributable to Maravai LifeSciences Holdings, Inc. is computed by dividing net (loss) income attributable to us by the weighted average number of Class A common shares outstanding during the period. Diluted net (loss) income per Class A common share is calculated by giving effect to all potential weighted average dilutive stock options, restricted stock units, and Topco LLC Units, that together with an equal number of shares of our Class B common stock, are convertible into shares of our Class A common stock. The dilutive effect of outstanding awards, if any, is reflected in diluted earnings per share by application of the treasury stock method or if-converted method, as applicable. The Company reported net (loss) income attributable to Maravai LifeSciences Holdings, Inc. for the three and nine months ended September 30, 2023 and 2022.

**Government Assistance**

The consideration awarded to the Company by the U.S. Department of Defense is outside the scope of the contracts with customers, income tax, funded research and development, and contribution guidance. This is because the awarding entity is not considered to be a customer, the receipt of the funding is not predicated on the Company's income tax position, there are no refund provisions, and the entity is not receiving reciprocal value for their support provided to the Company. The Company's elected policy is to recognize such assistance as a reduction to the carrying amount of the assets associated with the award when it is reasonably assured that the funding will be received as evidenced through the existence of an arrangement, amounts eligible for reimbursement are determinable and have been incurred or paid, the applicable conditions under the arrangement have been met, and collectability of amounts due is reasonably assured.

**Fair Value of Financial Instruments**

The Company defines fair value as the amount that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The Company follows accounting guidance that has a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of the asset or liability as of the measurement date. Instruments with readily available actively quoted prices, or for which fair value can be measured from actively quoted prices in an orderly market, will generally have a higher degree of market price transparency and a lesser degree of judgment used in measuring fair value. The three levels of the hierarchy are defined as follows:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets;

Level 2—Include other inputs that are directly or indirectly observable in the marketplace; and

Level 3—Unobservable inputs which are supported by little or no market activity.

As of September 30, 2023 and December 31, 2022, the carrying value of the Company's current assets and liabilities approximated fair value due to the short maturities of these instruments. The fair values of the Company's long-term debt approximated carrying value, excluding the effect of unamortized debt discount, as it is based on borrowing rates currently available to the Company for debt with similar terms and maturities (Level 2 inputs).

**Acquisitions**

The Company evaluates mergers, acquisitions and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or an acquisition of assets. The Company first identifies the acquiring entity by determining if the target is a legal entity or a group of assets or liabilities. If control over a legal entity is being evaluated, the Company also evaluates if the target is a variable interest or voting interest entity. For acquisitions of voting interest entities, the Company applies a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an acquisition of assets. If the screen is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the definition of a business.

The Company accounts for its business combinations using the acquisition method of accounting which requires that the assets acquired and liabilities assumed of acquired businesses be recorded at their respective fair values at the date of acquisition. The purchase price, which includes the fair value of consideration transferred, is attributed to the fair value of the assets acquired

and liabilities assumed. The purchase price may also include contingent consideration. The Company assesses whether such contingent consideration is subject to liability classification and fair value measurement or meets the definition of a derivative. Contingent consideration liabilities are recognized at their estimated fair value on the acquisition date. Contingent consideration arrangements that are determined to be compensatory in nature are recognized as post combination expense in our condensed consolidated statements of operations ratably over the implied service period beginning in the period it becomes probable such amounts will become payable. The excess of the purchase price of the acquisition over the fair value of the identifiable net assets of the acquiree is recorded as goodwill. The fair value of assets acquired and liabilities assumed in certain cases may be subject to revision based on the final determination of fair value during a period of time not to exceed twelve months from the acquisition date. The results of acquired businesses are included in the Company's consolidated financial statements from the date of acquisition. Transaction costs directly attributable to acquired businesses are expensed as incurred.

Determining the fair value of intangible assets acquired, defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants, requires management to use significant judgment, including the selection of valuation methodologies, assumptions about future net cash flows, and discount rates. Each of these factors can significantly affect the value attributed to the identifiable intangible asset acquired in a business combination.

**Contingent Consideration**

Contingent consideration represents additional consideration that may be transferred to former owners of an acquired entity in the future if certain future events occur or conditions are met. Contingent consideration resulting from the acquisition of a business is recorded at fair value on the acquisition date. Such contingent consideration is re-measured to its estimated fair value at each reporting date with the change in fair value recognized within operating expenses in the Company's condensed consolidated statements of operations. Subsequent changes in the fair value of the contingent consideration are classified as an adjustment to cash flows from operating activities in the condensed consolidated statements of cash flows because the change in fair value is an input in determining net (loss) income. Cash paid in settlement of contingent consideration liabilities are classified as cash flows from financing activities up to the acquisition date fair value with any excess classified as cash flows from operating activities.

Changes in the fair value of contingent consideration liabilities associated with the acquisition of a business can result from updates to assumptions such as the expected timing or probability of achieving customer-related performance targets, specified sales milestones, changes in projected revenue or changes in discount rates. Judgment is used in determining those assumptions as of the acquisition date and for each subsequent reporting period. Therefore, any changes in the fair value will impact the Company's results of operations in such reporting period, thereby resulting in potential variability in the Company's operating results until such contingencies are resolved.

**Concentration of Credit Risk**

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and accounts receivable. The Company maintains substantially all of its cash balances at a financial institution that management believes is of high credit-quality and is financially stable. Cash is deposited with major financial institutions in excess of Federal Deposit Insurance Corporation ("FDIC") insurance limits. The Company believes it is not exposed to significant credit risk due to the financial strength of the depository institutions in which the cash is held. The Company provides credit, in the normal course of business, to international and domestic distributors and customers, which are geographically dispersed. The Company attempts to limit its credit risk by performing ongoing credit evaluations of its customers and maintaining adequate allowances for potential credit losses.

The following table summarizes revenue from each of our customers who individually accounted for 10% or more of our total revenue or accounts receivable for the periods presented:

| | Revenue | | | | Accounts Receivable, net | |
|---|---|---|---|---|---|---|
| | Three Months Ended September 30, | | Nine Months Ended September 30, | | | |
| | 2023 | 2022 | 2023 | 2022 | September 30, 2023 | December 31, 2022 |
| Nacalai USA, Inc. | 22.9 % | * | 18.5 % | * | 32.9 % | 20.3 % |
| BioNTech SE | * | 38.7 % | * | 37.2 % | * | 12.0 % |
| Pfizer Inc. | * | 29.1 % | * | 30.4 % | * | 19.2 % |
| CureVac N.V. | * | * | * | * | * | 15.7 % |

* Less than 10%

For the three and nine months ended September 30, 2023, all of the revenue recorded for Nacalai USA, Inc. was generated by the Nucleic Acid Production Segment. For the three and nine months ended September 30, 2022, substantially all of the revenue recorded for BioNTech SE and Pfizer Inc. was generated by the Nucleic Acid Production segment.

## 2. Acquisitions

***Alphazyme, LLC***

On January 18, 2023, the Company completed the acquisition of Alphazyme, LLC ("Alphazyme"), a privately-held original equipment manufacturer ("OEM") provider of custom, scalable, molecular biology enzymes to customers in the genetic analysis and nucleic acid synthesis markets. The acquisition will expand the Company's internal enzyme product portfolio and increase the Company's differentiated mRNA manufacturing services and product offerings. Alphazyme's ability to manufacture custom enzymes allows the Company to expand into near adjacent markets and raise our enzyme vertical.

The Company acquired Alphazyme for a total purchase consideration of $75.3 million, subject to customary post-closing adjustments, including a working capital settlement. The total cash consideration was paid using existing cash on hand. The transaction was accounted for as an acquisition of a business as Alphazyme consisted of inputs and processes applied to those inputs that had the ability to contribute to the creation of outputs.

For the nine months ended September 30, 2023, the Company incurred $4.1 million in transaction costs associated with the acquisition of Alphazyme, which were recorded within selling, general and administrative expenses in the condensed consolidated statements of operations. The Company did not incur any such transaction costs during the three months ended September 30, 2023.

The acquisition date fair value of consideration transferred to acquire Alphazyme consisted of the following (in thousands):

| | | |
|---|---|---|
| Cash paid [(1)] | $ | 70,037 |
| Fair value of contingent consideration | | 5,289 |
| Total consideration transferred | $ | 75,326 |

(1) Represents cash consideration paid at closing of $70.1 million, net of a purchase price adjustment received in June 2023 of $0.1 million.

Pursuant to the Securities Purchase Agreement (the "Alphazyme SPA") between the Company and sellers of Alphazyme, additional payments to the sellers of Alphazyme are dependent upon meeting or exceeding defined revenue targets during fiscal years 2023 through 2025 (the "Alphazyme Performance Payments"). The Alphazyme SPA provides for a total maximum Alphazyme Performance Payments of $75.0 million. The Alphazyme Performance Payments were recorded as contingent consideration and was included as part of the purchase consideration. The Company estimated the fair value of the Alphazyme Performance Payments contingent consideration based on a Monte-Carlo simulation model which utilized an income approach. The estimated fair value was based on Alphazyme revenue projections, expected payout term, volatility and risk adjusted discount rates which are Level 3 inputs (see Note 4).

The Alphazyme SPA also provides that the Company will pay certain employees of Alphazyme an additional amount totaling $9.3 million (the "Alphazyme Retention Payments") as of various dates but primarily through December 31, 2025 as long as these individuals continue to be employed by the Company. The Company considers the payment of the Alphazyme Retention Payments as probable and is recognizing compensation expense related to these payments in the post-acquisition period ratably over the service period of approximately three years. For the three and nine months ended September 30, 2023, the Company recorded $0.6 million and $1.6 million, respectively, of compensation expense related to the Alphazyme Retention Payments within selling, general and administrative expenses in the condensed consolidated statements of operations. Compensation expense related to the Alphazyme Retention Payments recorded within cost of revenue and research and development expenses were not material.

The Company is in the process of finalizing the evaluation of the income tax implications related to the Structuring Transactions (see Note 1), which may change the allocation of purchase consideration and provisional measurements of

deferred tax liabilities and goodwill. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

| | |
|---|---|
| Cash | $ 288 |
| Inventory | 7,246 |
| Other current assets | 660 |
| Intangible assets, net | 31,680 |
| Other assets | 5,043 |
| Total identifiable assets acquired | 44,917 |
| Current liabilities | (482) |
| Other long-term liabilities | (11,470) |
| Total liabilities assumed | (11,952) |
| Net identifiable assets acquired | 32,965 |
| Goodwill | 42,361 |
| Net assets acquired | $ 75,326 |

We recorded the preliminary purchase price allocation in the first quarter of 2023. During the three months ended September 30, 2023, we recorded a measurement period adjustment resulting in a decrease to goodwill of $0.4 million, with an equal offset to other long-term liabilities.

The acquisition was accounted for under the acquisition method of accounting, and therefore, the total purchase price was allocated to the identifiable tangible and intangible assets acquired and the liabilities assumed based on their respective fair values as of the acquisition date. Purchase consideration in excess of the amounts recognized for the net assets acquired was recognized as goodwill. Goodwill is primarily attributable to expanded synergies expected from the acquisition associated with a vertical supply integration. All of the goodwill acquired in connection with the acquisition of Alphazyme was allocated to the Company's Nucleic Acid Production segment. None of the goodwill recognized is expected to be deductible for income tax purposes.

Upon closing of the acquisition, approximately $1.5 million was placed into escrow to cover potential working capital adjustments and approximately $3.0 million was placed into escrow to secure certain representations and warranties pursuant to the terms of the Alphazyme SPA. These amounts are included in the total purchase consideration of $75.3 million. The $1.5 million was released from escrow during the second quarter of 2023, of which the Company received $0.1 million related to net working capital adjustments. Because the remaining $3.0 million held in escrow is not controlled by the Company, this amount is not included in the accompanying condensed consolidated balance sheet as of September 30, 2023.

The following table summarizes the estimated fair values of Alphazyme's identifiable intangible assets as of the date of acquisition and their estimated useful lives:

| | Estimated Fair Value (in thousands) | Estimated Useful Life (in years) |
|---|---|---|
| Trade names | $ 220 | 5 |
| Developed technology | 31,000 | 12 |
| Customer relationships | 460 | 12 |
| Total | $ 31,680 | |

The trade name and customer relationship intangible assets are related to Alphazyme's name, customer loyalty and customer relationships. The developed technology intangible asset is related to its unique manufacturing process optimization capability to both scale production and achieve quality standards. The fair value of these intangible assets was based on Alphazyme's projected revenues and was estimated using an income approach, specifically the relief from royalty method for trade names, the multi-period excess earnings method for developed technology, and the distributor method for customer relationships. Under the income approach, an intangible asset's fair value is equal to the present value of future economic benefits to be derived from ownership of the asset. The estimated fair value was developed by discounting future net cash flows to their present value at market-based rates of return utilizing Level 3 inputs. The useful lives for these intangible assets were determined based upon the remaining period for which the assets were expected to contribute directly or indirectly to future cash flows. Key quantitative assumptions used in the determination of fair value of the developed technology intangible

included revenue growth rates ranging from 3.0% to 55.0%, a discount rate of 17.8% and an assumed technical obsolescent curve of 5.0%.

The carrying value of the remaining assets acquired or liabilities assumed was estimated to equal their fair values based on their short-term nature. These estimates were based on the assumption that the Company believes to be reasonable; however, actual results may differ from these estimates.

***MyChem, LLC***

On January 27, 2022, the Company completed the acquisition of MyChem, LLC ("MyChem"), a privately-held San Diego, California-based provider of ultra-pure nucleotides to customers in the diagnostics, pharma, genomics and research markets. The acquisition will vertically integrate the Company's supply chain and expand its product offerings for inputs used in the development of therapeutics and vaccines.

The Company acquired MyChem for a total purchase consideration of $257.9 million, which is inclusive of net working capital adjustments. The total cash consideration was paid using existing cash on hand. The transaction was accounted for as an acquisition of a business as MyChem consisted of inputs and processes applied to those inputs that had the ability to contribute to the creation of outputs.

For the nine months ended September 30, 2022, the Company incurred $3.4 million in transaction costs associated with the acquisition of MyChem, which were recorded within selling, general and administrative expenses in the condensed consolidated statements of operations. For the three months ended September 30, 2022, the Company incurred an insignificant amount of such transaction costs.

The acquisition date fair value of consideration transferred to acquire MyChem consisted of the following (in thousands):

| | | |
|---|---|---|
| Cash paid [(1)] | $ | 240,145 |
| Consideration payable | | 10,000 |
| Fair value of contingent consideration | | 7,800 |
| Total consideration transferred | $ | 257,945 |

(1) Represents cash consideration paid at closing of $240.0 million and a purchase price adjustment paid in November 2022 of $0.1 million.

Pursuant to the Securities Purchase Agreement (the "MyChem SPA") between the Company and sellers of MyChem, additional payments to the sellers of MyChem were dependent upon meeting or exceeding defined revenue targets during fiscal 2022 (the "MyChem Performance Payment"). The MyChem SPA provides for a total maximum MyChem Performance Payment of $40.0 million. The MyChem Performance Payment was recorded as contingent consideration and was included as part of the purchase consideration. The Company estimated the fair value of the MyChem Performance Payment contingent consideration based on a Monte-Carlo simulation model which utilized an income approach. The estimated fair value was based on MyChem revenue projections, expected payout term, volatility and risk adjusted discount rates which are Level 3 inputs (see Note 4). The performance period applicable to the MyChem Performance Payment ended as of December 31, 2022 and it was determined that none of the defined revenue thresholds were achieved. Consequently, no payment was made to the sellers of MyChem.

The MyChem SPA also provides that the Company will pay to the sellers of MyChem an additional $20.0 million (the "MyChem Retention Payment") as of the second anniversary of the closing of the acquisition date as long as two senior employees who are also the sellers of MyChem continue to be employed by TriLink. The Company considers the payment of the MyChem Retention Payment as probable and is recognizing compensation expense related to this payment in the post-acquisition period ratably over the expected service period of two years. For the three and nine months ended September 30, 2023, the Company recorded $1.2 million and $3.0 million, respectively, of compensation expense related to the MyChem Retention Payment within cost of revenue in the condensed consolidated statements of operations. For the three and nine months ended September 30, 2023, the Company recorded $1.3 million and $3.8 million, respectively, of compensation expense related to the MyChem Retention Payment within research and development expenses in the condensed consolidated statements of operations. For the three and nine months ended September 30, 2022, the Company recorded $2.5 million and $6.8 million, respectively, of compensation expense related to the MyChem Retention Payment within research and development expenses in the condensed consolidated statements of operations.

The MyChem SPA further provides that the Company will pay to the sellers of MyChem an additional amount of up to $10.0 million subject to the completion of certain calculations associated with acquired inventory. During the first quarter of 2023, but subsequent to the end of the measurement period, these calculations were completed and a payment of $9.7 million was made by the Company to the sellers. The remaining $0.3 million was recorded as non-cash gain within current year operations.

The following table summarizes the final allocation of the purchase price based upon the fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

| | | |
|---|---|---|
| Cash | $ | 1,176 |
| Current assets | | 2,741 |
| Intangible assets, net | | 123,360 |
| Other assets | | 8,585 |
| Total identifiable assets acquired | | 135,862 |
| Current liabilities | | (420) |
| Other long-term liabilities | | (8,399) |
| Total liabilities assumed | | (8,819) |
| Net identifiable assets acquired | | 127,043 |
| Goodwill | | 130,902 |
| Net assets acquired | $ | 257,945 |

We recorded the preliminary purchase price allocation in the first quarter of 2022. During the fourth quarter of 2022, we recorded measurement period adjustments resulting in an increase to goodwill of $0.1 million and a decrease to other assets and current liabilities of $0.7 million.

The acquisition was accounted for under the acquisition method of accounting, and therefore, the total purchase price was allocated to the identifiable tangible and intangible assets acquired and the liabilities assumed based on their respective fair values as of the acquisition date. Purchase consideration in excess of the amounts recognized for the net assets acquired was recognized as goodwill. Goodwill is primarily attributable to expanded synergies expected from the acquisition associated with a vertical supply integration. There were no tax impacts associated with the acquisition due to the pass-through income tax treatment of MyChem. All of the goodwill acquired in connection with the acquisition of MyChem was allocated to the Company's Nucleic Acid Production segment and is deductible to Topco LLC for income tax purposes.

Upon closing of the acquisition, approximately $1.0 million was placed into escrow to cover potential working capital adjustments and approximately $12.5 million was placed into escrow to secure certain representations and warranties pursuant to the terms of the MyChem SPA. These amounts are included in the total purchase consideration of $257.9 million. The Company released the $1.0 million in escrow and paid out an additional $0.1 million related to net working capital adjustments during the fourth quarter of 2022. During the first quarter of 2023, but subsequent to the end of the measurement period, $12.4 million of the amounts in escrow to secure certain representations and warranties was released to the sellers and the remaining $0.1 million was released to the Company for indemnification of pre-closing liabilities, which was recorded within current year operations.

The following table summarizes the estimated fair values of MyChem's identifiable intangible assets as of the date of acquisition and their estimated useful lives:

| | Estimated Fair Value (in thousands) | | Estimated Useful Life (in years) |
|---|---|---|---|
| Trade names | $ | 460 | 3 |
| Developed technology | | 121,000 | 12 |
| Customer relationships | | 1,900 | 12 |
| Total | $ | 123,360 | |

The trade name and customer relationship intangible assets are related to MyChem's name, customer loyalty and customer relationships. The developed technology intangible asset is related to processes and techniques for synthesizing and developing ultra-pure nucleotides. The fair value of these intangible assets was based on MyChem's projected revenues and was estimated using an income approach, specifically the multi-period excess earnings method. Under the income approach, an intangible asset's fair value is equal to the present value of future economic benefits to be derived from ownership of the asset. The estimated fair value was developed by discounting future net cash flows to their present value at market-based rates of return utilizing Level 3 inputs. The useful lives for these intangible assets were determined based upon the remaining period for which the assets were expected to contribute directly or indirectly to future cash flows. Key quantitative assumptions used in the

determination of fair value of the developed technology intangible included revenue growth rates ranging from 3.0% to 30.6%, a discount rate of 16.5% and an assumed technical obsolescent curve range of 5.0% to 7.5%.

Pursuant to the terms of the MyChem SPA, the Company recognized an indemnification asset of $8.0 million within other assets, which represented the seller's obligation to reimburse pre-acquisition income tax liabilities assumed in the acquisition and was recorded within other long-term liabilities.

The carrying value of the remaining assets acquired or liabilities assumed was estimated to equal their fair values based on their short-term nature.

### 3. Goodwill and Intangible Assets

The Company's goodwill of $326.0 million and $283.7 million as of September 30, 2023 and December 31, 2022, respectively, represents the excess of purchase consideration over the fair value of assets acquired and liabilities assumed. As of September 30, 2023, the Company had four reporting units, three of which are contained in the Nucleic Acid Production segment. During the nine months ended September 30, 2023, the Company recorded goodwill of $42.4 million in connection with the acquisition of Alphazyme that was completed in January 2023 (see Note 2). As of December 31, 2022, the Company had three reporting units, two of which were contained in the Nucleic Acid Production segment. The Company has not recognized any goodwill impairment in any of the periods presented.

The following table summarizes the activity in the Company's goodwill by segment for the period presented (in thousands):

| | Nucleic Acid Production | Biologics Safety Testing | Total |
|---|---|---|---|
| Balance as of December 31, 2022 | $ 163,740 | $ 119,928 | $ 283,668 |
| Acquisition | 42,361 | — | 42,361 |
| Balance as of September 30, 2023 | $ 206,101 | $ 119,928 | $ 326,029 |

Intangible assets are being amortized on a straight-line basis, which reflects the expected pattern in which the economic benefits of the intangible assets are being obtained, over an estimated useful life ranging from 3 to 14 years.

The following are components of finite-lived intangible assets and accumulated amortization as of the periods presented (in thousands):

| | September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Estimated Useful Life | Weighted Average Remaining Amortization Period |
| | | (in thousands) | | (in years) | (in years) |
| Trade names | $ 7,800 | $ 6,214 | $ 1,586 | 3 - 10 | 3.0 |
| Patents and developed technology | 319,649 | 103,584 | 216,065 | 10 - 14 | 9.1 |
| Customer relationships | 22,313 | 12,108 | 10,205 | 10 - 12 | 6.1 |
| Total | $ 349,762 | $ 121,906 | $ 227,856 | | 8.9 |

| | December 31, 2022 | | | | |
|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Estimated Useful Life | Weighted Average Remaining Amortization Period |
| | | (in thousands) | | (in years) | (in years) |
| Trade names | $ 7,580 | $ 5,746 | $ 1,834 | 3 - 10 | 3.5 |
| Patents and developed technology | 288,649 | 85,058 | 203,591 | 10 - 14 | 9.5 |
| Customer relationships | 21,853 | 10,615 | 11,238 | 10 - 12 | 6.5 |
| Total | $ 318,082 | $ 101,419 | $ 216,663 | | 9.3 |

During the first quarter of 2023, the Company recorded intangible assets of $31.7 million in connection with the acquisition of Alphazyme that was completed in January 2023 (see Note 2).

The Company recognized $6.2 million and $18.5 million of amortization expense from intangible assets directly linked with revenue-generating activities within cost of revenue in the condensed consolidated statements of operations for the three and nine months ended September 30, 2023, respectively. The Company recognized $5.6 million and $15.9 million of amortization expense from intangible assets directly linked with revenue generating activities within cost of revenue in the condensed consolidated statements of operations for the three and nine months ended September 30, 2022, respectively.

Amortization expense for intangible assets that are not directly related to sales-generating activities of $0.7 million and $2.0 million was recorded as selling, general and administrative expenses for the three and nine months ended September 30, 2023, respectively. Amortization expense for intangible assets that are not directly related to sales generating activities of $0.7 million and $2.2 million was recorded as selling, general and administrative expenses for the three and nine months ended September 30, 2022, respectively.

As of September 30, 2023, the estimated future amortization expense for finite-lived intangible assets were as follows (in thousands):

| | |
|---|---|
| 2023 (remaining three months) | $ 6,869 |
| 2024 | 27,478 |
| 2025 | 27,335 |
| 2026 | 27,098 |
| 2027 | 26,082 |
| Thereafter | 112,994 |
| Total estimated amortization expense | $ 227,856 |

## 4. Fair Value Measurements

The following tables summarize the Company's financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy as of the periods presented (in thousands):

| | Fair Value Measurements as of September 30, 2023 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | |
| Money market funds | $ 425,367 | $ — | $ — | $ 425,367 |
| Interest rate cap | — | 13,268 | — | 13,268 |
| Total assets | $ 425,367 | $ 13,268 | $ — | $ 438,635 |
| | | | | |
| **Liabilities** | | | | |
| Contingent consideration, non-current | $ — | $ — | $ 5,358 | $ 5,358 |

| | Fair Value Measurements as of December 31, 2022 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| **Assets** | | | | |
| Interest rate cap | $ — | $ 11,362 | $ — | $ 11,362 |

***Contingent Consideration***

In connection with the acquisition of Alphazyme (see Note 2), the Company is required to make contingent payments to the sellers of up to $75.0 million, subject to achieving certain revenue thresholds. The preliminary fair value of the liability for the contingent payments recognized upon the acquisition as part of the purchase accounting opening balance sheet totaled $5.3 million. The preliminary fair value of the contingent consideration was determined using a Monte-Carlo simulation-based model discounted to present value. Assumptions used in this calculation are expected revenue, a discount rate of 17.8% and various probability factors. The ultimate settlement of the contingent consideration could deviate from current estimates based on the actual results of these financial measures. The contingent consideration has three performance payments spanning over three years beginning 2024. This liability is considered to be a Level 3 financial liability that is remeasured each reporting period. Changes in fair value of contingent consideration are recognized as a gain or loss and recorded within change in estimated fair value of contingent consideration in the condensed consolidated statements of operations. During the three and

nine months ended September 30, 2023, the Company recorded increases of $2.4 million and $0.1 million, respectively, in the estimated fair value of contingent consideration. These were due to changes in estimates associated with Alphazyme revenue projections reaching thresholds that would trigger a contingent payment per the Alphazyme SPA.

In connection with the acquisition of MyChem (see Note 2), the Company is required to make contingent payments to the sellers of up to $10.0 million, subject to achieving certain revenue thresholds. The preliminary fair value of the liability for the contingent payments recognized upon the acquisition as part of the purchase accounting opening balance sheet totaled $7.8 million. The preliminary fair value of the contingent consideration was determined using a Monte-Carlo simulation-based model discounted to present value. Assumptions used in this calculation are expected revenue, a discount rate of 16.9% and various probability factors. The ultimate settlement of the contingent consideration could deviate from current estimates based on the actual results of these financial measures. The contingent consideration projected year of payment was 2023. This liability is considered to be a Level 3 financial liability that is remeasured each reporting period. Changes in fair value of contingent consideration are recognized as a gain or loss and recorded within change in estimated fair value of contingent consideration in the condensed consolidated statements of operations. During the second quarter of 2022, the Company recorded a $7.8 million decrease in the estimated fair value of contingent consideration. This was due to a change in the estimate associated with MyChem revenue projections reaching thresholds that would trigger a contingent payment per the MyChem SPA. The contingent consideration expired as of December 31, 2022 and the revenue thresholds were not achieved.

The following table provides a reconciliation of liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period presented (in thousands):

| | Contingent Consideration |
|---|---|
| Balance as of December 31, 2021 | $ — |
| Contingent consideration related to the acquisition of MyChem | 7,800 |
| Change in estimated fair value of contingent consideration | (7,800) |
| Balance as of December 31, 2022 | — |
| Contingent consideration related to the acquisition of Alphazyme | 5,289 |
| Change in estimated fair value of contingent consideration | 69 |
| Balance as of September 30, 2023 | $ 5,358 |

## 5. Balance Sheet Components

***Inventory***

Inventory consisted of the following as of the periods presented (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Raw materials | $ 26,787 | $ 13,486 |
| Work-in-process | 12,209 | 21,950 |
| Finished goods | 10,146 | 7,716 |
| Total inventory | $ 49,142 | $ 43,152 |

***Other assets***

Other assets consisted of the following as of the periods presented (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Operating lease right-of-use assets | $ 62,859 | $ 63,896 |
| Interest rate cap | 13,268 | 11,362 |
| Indemnification asset (see Note 2) | 6,312 | 7,682 |
| Prepaid lease payments | — | 27,253 |
| Other | 3,140 | 5,396 |
| Total other assets | $ 85,579 | $ 115,589 |

## 6. Government Assistance

***Cooperative Agreement***

In May 2022, TriLink entered into a cooperative agreement (the "Cooperative Agreement") with the U.S. Department of Defense, as represented by the Joint Program Executive Office for Chemical, Biological, Radiological and Nuclear Defense on behalf of the Biomedical Advanced Research and Development Authority ("BARDA"), within the U.S. Department of Health and Human Services ("HHS"), to advance the development of domestic manufacturing capabilities and to expand TriLink's domestic production capacity in its San Diego manufacturing campus (the "Flanders San Diego Facility") for products critical to the development and manufacture of mRNA vaccines and therapeutics. The Cooperative Agreement has since transitioned from the U.S. Department of Defense to the HHS as of January 2023. The Flanders San Diego Facility consists of two buildings ("Flanders I" and "Flanders II"), however, the Cooperative Agreement is exclusively involved in Flanders I.

The Cooperative Agreement requires the Company to provide the U.S. Government with conditional priority access and certain preferred pricing obligations for a 10-year period from the completion of the construction project for the production of a medical countermeasure (or a component thereof) that the Company manufactures in the Flanders San Diego Facility during a declared public health emergency.

Pursuant to certain requirements, BARDA awarded TriLink an amount equal to $38.8 million or 50% of the construction and validation costs budgeted for the Flanders San Diego Facility. The contract period of performance is May 2022 through January 2034, which is the effective date of the Cooperative Agreement through the anticipated expiration of the 10-year conditional priority access period. Amounts reimbursed are subject to audit and may be recaptured by the HHS in certain circumstances.

During the three and nine months ended September 30, 2023, the Company received $0.3 million and $9.0 million, respectively, of reimbursements under the Cooperative Agreement, with equal offsets recorded to property and equipment on the condensed consolidated balance sheet. During the three and nine months ended September 30, 2022, the Company had not yet received any reimbursements under the Cooperative Agreement. As of September 30, 2023, the Company has recorded a receivable of $3.5 million, with an equal offset to property and equipment.

## 7. Leases

All of the Company's facilities, including office, laboratory and manufacturing space, are occupied under long-term non-cancelable lease arrangements with various expiration dates through 2038, some of which include options to extend up to 20 years. The Company does not have any leases that include residual value guarantees.

In January 2023, the Company assumed Alphazyme's existing facility lease in Jupiter, Florida, in connection with the acquisition of Alphazyme (see Note 2). The lease term began in January 2023 and will end in January 2032. The lease is for 10 years with the option to extend for one additional 5-year period.

In February 2023, the Company entered into an agreement to expand the existing Alphazyme facility lease for additional space. The lease term will run concurrently with and as part of the initial lease term.

In March 2023 and June 2023, the Company's leases for Flanders I and Flanders II, respectively, commenced. The Company entered into the lease agreement in August 2021. The leases are for eleven years with the option to extend for one additional 5-year period. The Company is reasonably certain to execute the renewal option and has, therefore, recognized this as part of its ROU assets and lease liabilities. The lease includes tenant improvement provisions, rent abatement clauses, and escalating rent payments over the life of the lease.

The following table presents supplemental balance sheet information related to the Company's leases as of the periods presented (in thousands):

| | Line Item in the Condensed Consolidated Balance Sheets | September 30, 2023 | December 31, 2022 |
|---|---|---|---|
| **Right-of-use assets** | | | |
| Finance leases | Property and equipment, net | $ 76,656 | $ — |
| Operating leases | Other assets | 62,859 | 63,896 |
| Total right-of-use assets | | $ 139,515 | $ 63,896 |
| | | | |
| **Current lease liabilities** | | | |
| Finance leases | Current portion of finance lease liabilities | $ 596 | $ — |
| Operating leases | Accrued expenses and other current liabilities | 7,093 | 6,269 |
| Total current lease liabilities | | $ 7,689 | $ 6,269 |
| | | | |
| **Non-current lease liabilities** | | | |
| Finance leases | Finance lease liabilities, less current portion | $ 32,077 | $ — |
| Operating leases | Other long-term liabilities | 49,953 | 51,556 |
| Total non-current lease liabilities | | $ 82,030 | $ 51,556 |

The components of the net lease costs for the Company's leases reflected in the Company's condensed consolidated statements of operations were as follows for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Finance lease costs: | | | | |
| Depreciation of leased assets | $ 1,370 | $ — | $ 1,943 | $ — |
| Interest on lease liabilities | 684 | — | 1,015 | — |
| Total finance lease costs | 2,054 | — | 2,958 | — |
| | | | | |
| Operating lease costs | 3,121 | 2,480 | 9,299 | 6,246 |
| Variable lease costs | 1,021 | 790 | 2,918 | 1,858 |
| Total lease costs | $ 6,196 | $ 3,270 | $ 15,175 | $ 8,104 |

The weighted average remaining lease term and weighted average discount rate related to the Company's ROU assets and lease liabilities for its leases were as follows as of the periods presented:

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Weighted average remaining lease term (in years): | | |
| Finance leases | 14.4 | * |
| Operating leases | 7.4 | 7.9 |
| | | |
| Weighted average discount rate: | | |
| Finance leases | 8.4 % | * |
| Operating leases | 6.7 % | 6.5 % |

* The Company did not have any finance leases as of December 31, 2022.

Supplemental information concerning the cash flow impact arising from the Company's leases recorded in the Company's condensed consolidated statements of cash flows is detailed in the following table for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Cash paid for amounts included in lease liabilities: | | | | |
| Financing cash flows used for finance leases | $ 124 | $ — | $ 190 | $ — |
| Operating cash flows used for finance leases | 684 | — | 1,015 | — |
| Operating cash flows used for operating leases | 2,618 | 1,865 | 7,658 | 4,884 |
| | | | | |
| Non-cash transactions: | | | | |
| Right-of-use assets obtained in exchange for new finance lease liabilities | $ — | $ — | $ 32,862 | $ — |
| Right-of-use assets obtained in exchange for new operating lease liabilities | — | 7,099 | 3,931 | 7,872 |

As of September 30, 2023, the Company expects that its future minimum lease payments will become due and payable as follows (in thousands):

| | Finance Leases | Operating Leases | Total |
|---|---|---|---|
| 2023 (remaining three months) | $ 824 | $ 2,651 | $ 3,475 |
| 2024 | 3,327 | 10,774 | 14,101 |
| 2025 | 3,427 | 10,952 | 14,379 |
| 2026 | 3,530 | 10,042 | 13,572 |
| 2027 | 3,636 | 8,564 | 12,200 |
| Thereafter | 44,102 | 34,125 | 78,227 |
| Total minimum lease payments | 58,846 | 77,108 | 135,954 |
| Less: interest | (26,173) | (20,062) | (46,235) |
| Total lease liabilities | $ 32,673 | $ 57,046 | $ 89,719 |

## 8. Commitments and Contingencies

***Unconditional Purchase Obligations***

In the ordinary course of business, we enter into certain unconditional purchase obligations with our suppliers. These are agreements to purchase products and services that are enforceable, legally binding, and specify terms that include provisions with respect to quantities, pricing and timing of purchases.

Amounts purchased under these obligations totaled $0.3 million and $2.7 million for the three and nine months ended September 30, 2023, respectively. Such amounts were not material for the three and nine months ended September 30, 2022.

As of September 30, 2023, future minimum commitments under these obligations totaled $3.6 million, of which $0.3 million relates to the three months ending December 31, 2023 and $3.3 million relates to the year ending December 31, 2024.

## 9. Long-Term Debt

***Credit Agreement***

In October 2020, Maravai Intermediate Holdings, LLC (“Intermediate”), a wholly owned subsidiary of Topco LLC, along with certain of its subsidiaries (together with Intermediate, the “Borrowers”), entered into a credit agreement (as amended, the “Credit Agreement”), which provides for a term loan facility and a revolving credit facility. In January 2022, the Company entered into an amendment (the “Amendment”) to refinance the term loan and to address the planned phase out of London Interbank Offered Rate (“LIBOR”), which was replaced with a Term Secured Overnight Financing Rate (“SOFR”) based rate.

The Credit Agreement provides for a $600.0 million term loan facility, maturing October 2027 (the "Tranche B Term Loan"), and a $180.0 million revolving credit facility (the "Revolving Credit Facility").

As of September 30, 2023, the interest rate on the Tranche B Term Loan was8.32% per annum.

The Credit Agreement also provides for a $20.0 million limit for letters of credit. As of September 30, 2023, the Company had a $0.5 million outstanding letter of credit as security for a lease agreement, which reduced the availability of credit under the Revolving Credit Facility by $0.5 million.

Borrowings under the Credit Agreement are unconditionally guaranteed by Topco LLC, together with the existing and future material domestic subsidiaries of Topco LLC (subject to certain exceptions), as specified in the respective guaranty agreements. Borrowings under the Credit Agreement are also secured by a first-priority lien and security interest in substantially all of the assets (subject to certain exceptions) of existing and future material domestic subsidiaries of Topco LLC that are loan parties.

The accounting related to entering into the Amendment was evaluated on a creditor-by-creditor basis to determine whether each transaction should be accounted for as a modification or extinguishment. Certain creditors under the First Lien Term Loan did not participate in this refinancing transaction, were repaid their principal and interest of $8.5 million and ceased being creditors of the Company and the repayment of their related outstanding debt balances has been accounted for as an extinguishment of debt. Proceeds of borrowings from new lenders of $8.5 million were accounted for as a new debt financing. The Company recorded a loss on extinguishment of debt of $0.2 million in the accompanying condensed consolidated statements of operations during the first quarter of 2022. For the remainder of the creditors, this transaction was accounted for as a modification because the change in present value of cash flows between the two term loans before and after the transaction was less than 10% on a creditor-by-creditor basis. As part of the refinancing, the Company incurred $0.9 million of various costs, of which an insignificant amount was related to an original issuance discount, and were all capitalized in the accompanying balance sheet within long-term debt and are subject to amortization over the term of the refinanced debt as an adjustment to interest expense using the effective interest method.

We also incurred $0.3 million of financing-related fees related to the Revolving Credit Facility. As of September 30, 2023, unamortized debt issuance costs totaled $1.6 million and are recorded as assets within other assets on the accompanying condensed consolidated balance sheet as there is no balance outstanding related to the Revolving Credit Facility.

Commencing with the fiscal year ended December 31, 2021, and each fiscal year thereafter, the Credit Agreement requires that we make mandatory prepayments on the Tranche B Term Loan principal upon certain excess cash flow, subject to certain step-downs based on the Company's first lien net leverage ratio. The mandatory prepayment shall be reduced to 25% or 0% of the calculated excess cash flow if the Company's first lien net leverage ratio was equal to or less than4.75:1.00 or 4.25:1.00, respectively, however, no prepayment shall be required to the extent excess cash flow calculated for the respective period is equal to or less than $10.0 million. As of September 30, 2023, the Company's first lien net leverage ratio was less than 4.25:1.00. Thus, a mandatory prepayment on the Tranche B Term Loan out of our excess cash flow was not required.

The Credit Agreement contains certain covenants, including, among other things, covenants limiting our ability to incur or prepay certain indebtedness, pay dividends or distributions, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments and make changes to the nature of the business. Additionally, the Credit Agreement also requires us to maintain a certain net leverage ratio if the outstanding debt balance on the Revolving Credit Facility exceeds 35.0% of the aggregate amount of available credit of $180.0 million. The Company was in compliance with these covenants as of September 30, 2023.

***Interest Rate Cap***

In the first quarter of 2021, the Company entered into an interest rate cap agreement to manage a portion of its variable interest rate risk on its outstanding long-term debt. The contract, which was effective March 31, 2021, entitles the Company to receive from the counterparty at each calendar quarter end the amount, if any, by which a specified defined floating market rate exceeds the cap strike interest rate, applied to the contract's notional amount of $415.0 million. The floating rate of interest is reset at the end of each three-month period. The contract was set to expire on March 31, 2023.

In May 2022, the Company amended the interest rate cap agreement, effective June 30, 2022, to increase the contract's notional amount to $500.0 million and to extend the maturity date to January 19, 2025. Additionally, the floating rate option changed from a LIBOR-based rate to a SOFR-based rate. Other provisions remained unchanged as a result of the amendment. Premiums paid to amend the interest rate cap agreement were immaterial.

The interest rate cap agreement has not been designated as a hedging relationship and has been recognized on the condensed consolidated balance sheet at fair value of $13.3 million within other assets with changes in fair value recognized within interest expense in the condensed consolidated statements of operations.

The Company's long-term debt consisted of the following as of the periods presented (in thousands):

| | September 30, 2023 | December 31, 2022 |
|---|---|---|
| Tranche B Term Loan | $ 534,480 | $ 538,560 |
| Unamortized debt issuance costs | (9,520) | (11,123) |
| Total long-term debt | 524,960 | 527,437 |
| Less: current portion | (5,440) | (5,440) |
| Total long-term debt, less current portion | $ 519,520 | $ 521,997 |

There were no balances outstanding on the Company's Revolving Credit Facility as of September 30, 2023 and December 31, 2022.

As of September 30, 2023, the aggregate future principal maturities of the Company's debt obligations for each of the next five years, based on contractual due dates, were as follows (in thousands):

| | |
|---|---|
| 2023 (remaining three months) | $ 1,360 |
| 2024 | 5,440 |
| 2025 | 5,440 |
| 2026 | 5,440 |
| 2027 | 516,800 |
| Total long-term debt | $ 534,480 |

**10. Net (Loss) Income Per Class A Common Share Attributable to Maravai LifeSciences Holdings, Inc.**

Basic net (loss) income per Class A common share has been calculated by dividing net (loss) income for the period, adjusted for net (loss) income attributable to non-controlling interests, by the weighted average number of Class A common shares outstanding during the period. Diluted net (loss) income per Class A common share gives effect to potentially dilutive securities by application of the treasury stock method or if-converted method, as applicable. Diluted net (loss) income per Class A common share attributable to the Company is computed by adjusting the net (loss) income and the weighted average number of Class A common shares outstanding to give effect to potentially diluted securities. In computing the diluted net loss per share for the three and nine months ended September 30, 2023, potentially dilutive Class A common shares were excluded from the diluted loss per share calculation because of their anti-dilutive effect.

The following table presents the computation of basic and diluted net (loss) income per Class A common share attributable to the Company for the periods presented (in thousands, except per share amounts):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| **Numerator:** | | | | |
| Net (loss) income | $ (15,102) | $ 99,653 | $ (28,393) | $ 403,234 |
| Less: loss (income) attributable to common non-controlling interests | 8,640 | (55,184) | 15,323 | (220,663) |
| Net (loss) income attributable to Maravai LifeSciences Holdings, Inc.—basic | (6,462) | 44,469 | (13,070) | 182,571 |
| Net (loss) income effect of dilutive securities: | | | | |
| Effect of dilutive employee stock purchase plan ("ESPP"), restricted stock units ("RSUs") and stock options | — | 18 | — | 90 |
| Effect of the assumed conversion of Class B common stock | — | — | — | 168,454 |
| Net (loss) income attributable to Maravai LifeSciences Holdings, Inc.—diluted | $ (6,462) | $ 44,487 | $ (13,070) | $ 351,115 |
| | | | | |
| **Denominator:** | | | | |
| Weighted average Class A common shares outstanding—basic | 131,930 | 131,540 | 131,845 | 131,518 |
| Weighted average effect of dilutive securities: | | | | |
| Effect of dilutive ESPP, RSUs and stock options | — | 111 | — | 136 |
| Effect of the assumed conversion of Class B common stock | — | — | — | 123,669 |
| Weighted average Class A common shares outstanding—diluted | 131,930 | 131,651 | 131,845 | 255,323 |
| | | | | |
| **Net (loss) income per Class A common share attributable to Maravai LifeSciences Holdings, Inc.:** | | | | |
| Basic | $ (0.05) | $ 0.34 | $ (0.10) | $ 1.39 |
| Diluted | $ (0.05) | $ 0.34 | $ (0.10) | $ 1.37 |

Shares of Class B common stock do not share in the earnings or losses of the Company and are therefore not participating securities. As such, a separate presentation of basic and diluted net (loss) income per share for Class B common stock under the two-class method has not been presented.

The following table presents potentially dilutive securities excluded from the computation of diluted net (loss) income per share for the periods presented because their effect would have been anti-dilutive for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| RSUs | 3,768 | — | 3,209 | — |
| Stock options | 4,524 | 2,338 | 4,524 | 2,338 |
| Shares estimated to be purchased under the ESPP | 9 | 93 | 8 | 21 |
| Shares of Class B common stock | 119,094 | 131,540 | 119,094 | — |
| Total | 127,395 | 133,971 | 126,835 | 2,359 |

Shares underlying contingently issuable awards that have not met the necessary conditions as of the end of a reporting period are not included in the calculation of diluted net (loss) income per share of Class A common stock attributable to the Company for that period. The Company had contingently issuable PSUs outstanding that did not meet the market and performance conditions as of September 30, 2023 and, therefore, were excluded from the calculation of diluted net (loss) income per share of Class A common stock attributable to the Company. The maximum number of potentially dilutive Class A common shares that could be issued upon vesting for such awards was insignificant as of September 30, 2023. These amounts were also excluded

from the potentially dilutive securities in the table above. The Company had no contingently issuable PSUs outstanding as of September 30, 2022.

## 11. Income Taxes

We are subject to U.S. federal and state income taxes with respect to our allocable share of any taxable income or loss of Topco LLC, as well as any stand-alone income or loss we generate. Topco LLC is organized as a limited liability company and treated as a partnership for federal tax purposes and generally does not pay income taxes on its taxable income in most jurisdictions. Instead, Topco LLC's taxable income or loss is passed through to its members, including us.

The following table summarizes the Company's income tax (benefit) expense and effective tax rate for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| (Loss) income before income taxes | $ (20,563) | $ 113,763 | $ (38,450) | $ 455,596 |
| Income tax (benefit) expense | $ (5,461) | $ 14,110 | $ (10,057) | $ 52,362 |
| Effective tax rate | 26.6 % | 12.4 % | 26.2 % | 11.5 % |

The Company's effective tax rates of 26.6% and 26.2% for the three and nine months ended September 30, 2023, respectively, differed from the U.S. federal statutory income tax rate of 21.0%, primarily due to (loss) income associated with the non-controlling interest, changes to our deferred tax assets due to changes in estimates associated with our state income tax rate, and the release of a previous uncertain tax position due to statue expiration.

The Company's effective tax rates of 12.4% and 11.5% for the three and nine months ended September 30, 2022, respectively, differed from the U.S. federal statutory rate of 21.0%, primarily due to income associated with the non-controlling interest.

***Tax Distributions to Topco LLC's Owners***

Topco LLC is subject to an operating agreement put in place at the date of the Organizational Transactions ("LLC Operating Agreement"). The LLC Operating Agreement has numerous provisions related to allocations of income and loss, as well as timing and amounts of distributions to its owners. This agreement also includes a provision requiring cash distributions enabling its owners to pay their taxes on income passing through from Topco LLC. These tax distributions are computed based on an assumed income tax rate equal to the sum of (i) the maximum combined marginal federal and state income tax rate applicable to an individual and (ii) the net investment income tax. The assumed income tax rate currently totals 46.7%, which may increase to 54.1% in certain cases where the qualified business income deduction is unavailable.

In addition, under the tax rules, Topco LLC is required to allocate taxable income disproportionately to its unit holders. Because tax distributions are determined based on the holder of LLC Units who is allocated the largest amount of taxable income on a per unit basis, but are made pro rata based on ownership, Topco LLC is required to make tax distributions that, in the aggregate, will likely exceed the amount of taxes Topco LLC would have otherwise paid if it were taxed on its taxable income at the assumed income tax rate. Topco LLC is subject to entity level taxation in certain states and certain of its subsidiaries are subject to entity level U.S. and foreign income taxes. As a result, the accompanying condensed consolidated statements of operations include income tax expense related to those states and to U.S. and foreign jurisdictions where Topco LLC or any of our subsidiaries are subject to income tax.

During the three months ended September 30, 2023, Topco LLC did not pay any tax distributions to its owners. During the nine months ended September 30, 2023 Topco LLC paid tax distributions of $20.3 million to its owners, including $10.7 million to us.

During the three months ended September 30, 2022, Topco LLC paid tax distributions of $75.7 million to its owners, including $38.9 million to us. During the nine months ended September 30, 2022, Topco LLC paid tax distributions of $246.1 million to its owners, including $126.8 million to us.

As of September 30, 2023, no amounts for tax distributions had been accrued as such payments were made during the period.

## 12. Related Party Transactions

MLSH 1's majority owner is GTCR, LLC ("GTCR"). The Company's Executive Chairman of the Board, Chief Financial Officer ("CFO") and General Counsel are executives of MLSH 1 and MLSH 2.

***Payable to Related Parties Pursuant to the Tax Receivable Agreement***

We are a party to a Tax Receivable Agreement ("TRA") with MLSH 1 and MLSH 2. The TRA provides for the payment by us to MLSH 1 and MLSH 2, collectively, of 85% of the amount of certain tax benefits, if any, that we actually realize, or in some circumstances are deemed to realize, as a result of the Organizational Transactions, IPO and any subsequent purchases or exchanges of LLC Units of Topco LLC. Based on our current projections of taxable income, and before deduction of any specially allocated depreciation and amortization, we anticipate having enough taxable income to utilize most of these tax benefits.

As of September 30, 2023, our liability under the TRA is $678.4 million, payable to MLSH 1 and MLSH 2, representing approximately 85% of the calculated tax savings we anticipate being able to utilize in future years. During the three and nine months ended September 30, 2023, the Company recognized losses of $1.0 million and $2.3 million, respectively, on TRA liability adjustment reflecting a change in the tax benefit obligation attributable to a change in the expected tax benefit. The remeasurement was primarily due to changes in our estimated state apportionment and the corresponding change of our estimated state tax rate.

We made payments of $42.6 million to MLSH 1 and MLSH 2 pursuant to the TRA during the nine months ended September 30, 2023, of which $0.4 million was related to interest. No payments were made during the three months ended September 30, 2023 or the three and nine months ended September 30, 2022.

***Contribution, Exchange and Forfeiture Agreement with MLSH 1***

In January 2023, the Company undertook Structuring Transactions and executed Contribution, Contribution and Exchange, and Forfeiture Agreements with MLSH 1 (see Note 1).

***Topco LLC Operating Agreement***

MLSH 1 is party to the LLC Operating Agreement put in place at the date of the Organizational Transactions. This agreement includes a provision requiring cash distributions enabling its owners to pay their taxes on income passing through from Topco LLC. During the nine months ended September 30, 2023, the Company made distributions of $9.6 million for tax liabilities to MLSH 1 under this agreement. During the three and nine months ended September 30, 2022, the Company made distributions of $36.8 million and $119.3 million, respectively, for tax liabilities to MLSH 1 under this agreement. No such distributions were made during the three months ended September 30, 2023.

**13. Segments**

The Company's financial performance is reported in two segments. A description of each segment follows:

- *Nucleic Acid Production*: focuses on the manufacturing and sale of highly modified nucleic acids products to support the needs of customers' research, therapeutic and vaccine programs. This segment also provides research products for labeling and detecting proteins in cells and tissue samples.
- *Biologics Safety Testing*: focuses on manufacturing and selling biologics safety and impurity tests and assay development services that are utilized by our customers in their biologic drug manufacturing spectrum.

The Company has determined that adjusted earnings before interest, tax, depreciation and amortization ("Adjusted EBITDA") is the profit or loss measure that the CODM uses to make resource allocation decisions and evaluate segment performance. Adjusted EBITDA assists management in comparing the segment performance on a consistent basis for purposes of business decision-making by removing the impact of certain items that management believes do not directly reflect the core operations and, therefore, are not included in measuring segment performance. The Company defines Adjusted EBITDA as net (loss) income before interest, taxes, depreciation and amortization, certain non-cash items and other adjustments that we do not consider in our evaluation of ongoing operating performance from period to period. Corporate costs, net of eliminations, are managed on a standalone basis and are not allocated to segments.

The following schedule includes revenue and adjusted EBITDA for each of the Company's reportable operating segments (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| **Revenue:** | | | | |
| Nucleic Acid Production | $ 51,228 | $ 174,881 | $ 165,944 | $ 623,786 |
| Biologics Safety Testing | 15,638 | 16,382 | 48,863 | 54,509 |
| **Total reportable segments' revenue** | 66,866 | 191,263 | 214,807 | 678,295 |
| Intersegment eliminations | (1) | — | (3) | (7) |
| **Total** | $ 66,865 | $ 191,263 | $ 214,804 | $ 678,288 |
| | | | | |
| **Segment adjusted EBITDA:** | | | | |
| Nucleic Acid Production | $ 16,591 | $ 133,816 | $ 58,656 | $ 502,906 |
| Biologics Safety Testing | 11,246 | 12,997 | 35,307 | 43,631 |
| **Total reportable segments' adjusted EBITDA** | 27,837 | 146,813 | 93,963 | 546,537 |
| **Reconciliation of total reportable segments' adjusted EBITDA to (loss) income before income taxes** | | | | |
| Amortization | (6,870) | (6,254) | (20,487) | (18,033) |
| Depreciation | (4,071) | (1,857) | (8,966) | (5,604) |
| Interest expense | (11,637) | (3,136) | (30,492) | (10,234) |
| Interest income | 7,432 | — | 20,268 | — |
| Corporate costs, net of eliminations | (15,937) | (14,296) | (49,188) | (38,549) |
| Other adjustments: | | | | |
| Acquisition contingent consideration | (2,385) | — | (69) | 7,800 |
| Acquisition integration costs | (3,268) | (2,760) | (9,198) | (10,642) |
| Stock-based compensation | (9,987) | (4,740) | (25,246) | (12,675) |
| Merger and acquisition related expenses | (46) | — | (3,708) | (1,195) |
| Financing costs | — | (7) | — | (1,071) |
| Acquisition related tax adjustment | 77 | — | (1,370) | (1,264) |
| Tax Receivable Agreement liability adjustment | (1,007) | — | (2,342) | 2,340 |
| Other | (701) | — | (1,615) | (1,814) |
| **(Loss) income before income taxes** | (20,563) | 113,763 | (38,450) | 455,596 |
| Income tax benefit (expense) | 5,461 | (14,110) | 10,057 | (52,362) |
| **Net (loss) income** | $ (15,102) | $ 99,653 | $ (28,393) | $ 403,234 |

During the three and nine months ended September 30, 2023 and the nine months ended September 30, 2022, intersegment revenue wasimmaterial between the Nucleic Acid Production and Biologics Safety Testing segments. There was no intersegment revenue during the three months ended September 30, 2022. Any intersegment sales and the related gross margin on inventory recorded at the end of the period are eliminated for consolidation purposes. Internal selling prices for intersegment sales are consistent with the segment's normal retail price offered to external parties. There was no commission expense recognized for intersegment sales for the three and nine months ended September 30, 2023 and 2022.

The Company does not allocate assets to its reportable segments as they are not included in the review performed by the CODM for purposes of assessing segment performance and allocating resources.

**14. Subsequent Event**

In November 2023, the Company announced a cost realignment initiative that is expected to result in the termination of approximately15% of the Company's workforce. As a result, the Company currently estimates it will incur one-time costs of approximately $5.0 million, consisting primarily of cash severance expenses, which the Company expects to recognize in the fourth quarter of 2023. The estimated expenses are subject to a number of assumptions and actual results may differ materially

from the estimated amount. The Company may also incur additional expenses not currently contemplated due to events that may occur as a result of, or in connection with, the cost realignment initiative.

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

*You should read the following discussion and analysis of financial condition and results of operations together with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission. This discussion and analysis reflects our historical results of operations and financial position and contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed in or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022. Please also see the section titled "Special Note Regarding Forward-Looking Statements." We were incorporated in August 2020 and, pursuant to the Organizational Transactions described in Note 1 to our condensed consolidated financial statements, became a holding company whose principal asset is a controlling equity interest in Topco LLC. As the sole managing member of Topco LLC, we operate and control the business and affairs of Topco LLC and its subsidiaries. Accordingly, we consolidate Topco LLC in our consolidated financial statements and report a non-controlling interest related to the portion of Topco LLC not owned by us. Because the Organizational Transactions were considered transactions between entities under common control, the consolidated financial statements for periods prior to the Organizational Transactions and the initial public offering have been adjusted to combine the previously separate entities for presentation purposes. Unless otherwise noted or the context otherwise requires, references in this Quarterly Report on Form 10-Q to "we," "us" or "our" refer to Maravai LifeSciences Holdings, Inc. and its subsidiaries.*

**Overview**

We are a leading life sciences company providing critical products to enable the development of drug therapies, diagnostics, novel vaccines and support research on human diseases. Our customers include the top global biopharmaceutical companies ranked by research and development expenditures according to industry consultants, and many other emerging biopharmaceutical and life sciences research companies, as well as leading academic research institutions and *in vitro* diagnostics companies. Our products address the key phases of biopharmaceutical development and include complex nucleic acids for diagnostic and therapeutic applications, antibody-based products to detect impurities during the production of biopharmaceutical products, and products to detect the expression of proteins in tissues of various species.

We have and will continue to build a transformative life sciences products company by acquiring businesses and accelerating their growth through capital infusions and industry expertise. Biomedical innovation is dependent on a reliable supply of reagents in the fields of nucleic acid production, biologics safety testing and protein labeling. From inventive startups to the world's leading biopharmaceutical, vaccine, diagnostics and gene and cell therapy companies, these customers turn to us to solve their complex discovery challenges and help them streamline and scale their supply chain needs beginning from research and development through clinical trials to commercialization.

Our primary customers are biopharmaceutical companies who are pursuing novel research and product development programs. Our customers also include a range of government, academic and biotechnology institutions.

As of September 30, 2023, we employed a team of over 670 employees, approximately 21% of whom have advanced degrees. We primarily utilize a direct sales model for our sales to our customers in North America. Our international sales, primarily in Europe and Asia Pacific, are sold through a combination of third-party distributors as well as via a direct sales model. The percentage of our total revenue derived from customers in North America was 51.6% and 50.9% for the three and nine months ended September 30, 2023, respectively. The percentage of our total revenue derived from customers in North America was 51.1% and 40.4% for the three and nine months ended September 30, 2022, respectively.

We generated revenue of $66.9 million and $214.8 million for the three and nine months ended September 30, 2023, respectively, and $191.3 million and $678.3 million for the three and nine months ended September 30, 2022, respectively.

Total revenue by segment was $51.2 million in Nucleic Acid Production and $15.6 million in Biologics Safety Testing for the three months ended September 30, 2023, compared to $174.9 million and $16.4 million, respectively, for the three months ended September 30, 2022.

Total revenue by segment was $165.9 million in Nucleic Acid Production and $48.9 million in Biologics Safety Testing for the nine months ended September 30, 2023, compared to $623.8 million and $54.5 million, respectively, for the nine months ended September 30, 2022.

We focus a substantial portion of our resources supporting our core business segments. We are actively pursuing opportunities to expand our customer base both domestically and internationally by fostering strong relationships with both existing and new customers and distributors. Our management team has experience working with biopharmaceutical, vaccine, diagnostics and

gene and cell therapy companies as well as academic and research scientists. We also intend to continue making investments in our overall infrastructure and business segments to support our growth. We incurred aggregate selling, general and administrative expenses of $38.9 million and $112.9 million for the three and nine months ended September 30, 2023, respectively, and $30.8 million and $92.1 million for the three and nine months ended September 30, 2022, respectively.

Our research and development efforts are geared towards supporting our customers' needs. We incurred research and development expenses of $4.3 million and $12.7 million for the three and nine months ended September 30, 2023, respectively, and $5.4 million and $13.4 million for the three and nine months ended September 30, 2022, respectively. We intend to continue to invest in research and development and new products and technologies to support our customers' needs for the foreseeable future.

***Recent Developments***

*Acquisition*

In January 2023, we completed the acquisition of Alphazyme, LLC ("Alphazyme"), a privately-held original equipment manufacturer ("OEM") provider of custom, scalable, molecular biology enzymes to customers in the genetic analysis and nucleic acid synthesis markets, for a total purchase consideration of $75.3 million. As a result of the acquisition, we own all the outstanding interest in Alphazyme. Our consolidated results of operations for the three and nine months ended September 30, 2023 include the operating results of Alphazyme from the acquisition date. See Note 2 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

***Trends and Uncertainties***

*COVID-19 Related Revenue Trends and Uncertainties*

Our results of operations and cash flows during each of the years ended December 31, 2022, 2021 and 2020 substantially benefited from the demand for COVID-19 related products and services, including our proprietary CleanCap® analogs and highly modified RNA products, particularly mRNA, which are used by our customers in the production of COVID-19 vaccines. As a result of the general decrease in market demand for COVID-19 related products and services, including the supply and manufacture of COVID-19 vaccines, and in particular, following the end of U.S. federal public health emergency declaration and World Health Organization declaration of the end of the pandemic in early May 2022, we expect to continue to see substantial sequential declines in COVID-19 related revenue.

We estimate that revenue from COVID-19 related products and services represented approximately 22.3% and 19.7% of our total revenues for the three and nine months ended September 30, 2023, respectively, and 66.1% and 70.2% of our total revenues for the three and nine months ended September 30, 2022, respectively. We believe that the second quarter of 2022 will have represented the highest revenue quarter for revenue attributable to our COVID-19 related products and services, and have experienced substantial declines in COVID-19 related revenue since such quarter as a result of the general market trend of reduced demand for COVID-19 related products and services as the pandemic subsides, including the supply and manufacture of COVID-19 related vaccines, and the World Health Organization declaring an end to the COVID-19 pandemic. We expect further declines in COVID-19 related revenue for these reasons, as well as a result of unused inventory of our products that our customers have on hand. We are currently unable to fully estimate the impact of this unused inventory on our future COVID-19 related revenue, nor are we able to predict when our customers will resume purchasing COVID-19 related products given that our customers generally have not provided us with detailed inventory data. Our longer-term revenue prospects for COVID-19 related products are highly uncertain but are expected to be substantially less than pandemic highs. The factors that could influence longer-term COVID-19 related revenue include: the emergence, duration and intensity of new virus variants; competition faced by our customers from other COVID-19 vaccine manufacturers or developers of alternative treatments; the availability and administration of pediatric and booster vaccinations, vaccine supply constraints, vaccine hesitancy and the effectiveness of vaccines against new virus strains; and the U.S. economy and global economy, including impacts resulting from supply chain constraints, labor market shortages and inflationary pressures. This contraction in COVID-19 related demand will significantly decrease our revenue and cash flow, which in turn could have a material adverse impact on our operating results and financial condition in the future.

*Other Trends and Uncertainties*

While we believe that the long-term trend of biopharmaceutical customers relying on outside parties to provide important inputs and services for their clinical research and manufacturing remains a long-term growth driver for us, we believe that recent industry trends and uncertainties, including changes in our customers' spending priorities and budgetary policies and practices, which negatively impacted our revenue and operating results in the three quarters of 2023, may continue and result in slower

growth and/or cause a further decline in our revenues during the fourth quarter of 2023. These trends and uncertainties, which we primarily attribute to lower levels of investment in the research and development funding of early-stage biotechnology companies and declines and uncertainties in the capital markets amidst ongoing negative macroeconomic challenges, has and may continue to cause those companies to take action to conserve capital, resulting in a potential reduction in research and development spending across the markets in which we participate.

Our businesses also continue to see headwinds from a general contraction in economic activity in Asia, particularly in China, which may negatively impact our revenue derived from those markets.

***How We Assess Our Business***

We consider a variety of financial and operating measures in assessing the performance of our business. The key measures we use to determine how our business is performing are revenue and Adjusted EBITDA.

Adjusted EBITDA is a non-GAAP financial measure that we define as net (loss) income adjusted for interest expense, provision for income taxes, depreciation, amortization and stock-based compensation expenses. Adjusted EBITDA reflects further adjustments to eliminate the impact of certain items, including certain non-cash and other items, that we do not consider representative of our ongoing operating performance. We also present Adjusted Free Cash Flow, which is a non-GAAP measure that we define as Adjusted EBITDA less capital expenditures.

Management uses Adjusted EBITDA to evaluate the financial performance of our business and the effectiveness of our business strategies. We present Adjusted EBITDA and Adjusted Free Cash Flow because we believe they are frequently used by analysts, investors and other interested parties to evaluate companies in our industry and they facilitate comparisons on a consistent basis across reporting periods. Further, we believe they are helpful in highlighting trends in our operating results because they exclude items that are not indicative of our core operating performance. Adjusted EBITDA is also a component of the financial covenant under our credit agreement that governs our ability to access more than $63.0 million in aggregate letters of credit and available borrowings under our revolving credit facility. In addition, if we borrow more than $63.0 million, we are required to maintain a specified net leverage ratio. See *"Liquidity and Capital Resources—Sources of Liquidity—Debt Covenants"* below for a discussion of this financial covenant.

Adjusted EBITDA and Adjusted Free Cash Flow have limitations as analytical tools and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. We may in the future incur expenses similar to the adjustments in the presentation of Adjusted EBITDA. In particular, we expect to incur meaningful share-based compensation expense in the future. Other limitations include that Adjusted EBITDA and Adjusted Free Cash Flow do not reflect:

- all expenditures or future requirements for capital expenditures or contractual commitments;
- changes in our working capital needs;
- provision for income taxes, which may be a necessary element of our costs and ability to operate;
- the costs of replacing the assets being depreciated, which will often have to be replaced in the future;
- the non-cash component of employee compensation expense; and
- the impact of earnings or charges resulting from matters we consider not to be reflective, on a recurring basis, of our ongoing operations.

In addition, Adjusted EBITDA and Adjusted Free Cash Flow may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

**Components of Results of Operations**

***Revenue***

Our revenue consists primarily of product revenue and, to a much lesser extent, service revenue. We generated total consolidated revenue of $66.9 million and $214.8 million for the three and nine months ended September 30, 2023, respectively, and $191.3 million and $678.3 million for the three and nine months ended September 30, 2022, respectively, through the following segments: (i) Nucleic Acid Production and (ii) Biologics Safety Testing.

*Nucleic Acid Production Segment*

Our Nucleic Acid Production segment focuses on the manufacturing and sale of highly modified nucleic acids products to support the needs of customers' research, therapeutic and vaccine programs. This segment also provides research products for labeling and detecting proteins in cells and tissue samples.

*Biologics Safety Testing Segment*

Our Biologics Safety Testing segment focuses on manufacturing and selling biologics safety and impurity tests and assay development services that are utilized by our customers in their biologic drug manufacturing activities.

***Cost of Revenue***

Cost of revenue associated with our products primarily consists of manufacturing related costs incurred in the production process, including personnel and related costs, stock-based compensation expense, inventory write-downs, costs of materials, labor and overhead, packaging and delivery costs and allocated costs, including facilities, information technology, depreciation and amortization of intangibles. Cost of revenue associated with our services primarily consists of personnel and related costs, stock-based compensation expense, cost of materials and allocated costs, including facilities and information technology costs. Costs of services were not material for the three and nine months ended September 30, 2023 and 2022.

***Operating Expenses***

*Selling, General and Administrative*

Our selling, general and administrative expenses primarily consist of salaries, benefits and stock-based compensation expense for our employees in our commercial sales functions, marketing, executive, accounting and finance, legal and human resource functions as well as travel expenses, professional services fees, such as consulting, audit, tax and legal fees, general corporate costs and allocated costs, including facilities, information technology and amortization of intangibles.

We expect that our selling, general and administrative expenses will continue to increase, primarily due to an expanding facilities footprint to support anticipated long-term growth in the business, costs incurred in increasing our presence globally, and increases in marketing activities to drive awareness and adoption of our products and services.

*Research and Development*

Research and development costs primarily consist of salaries, benefits, stock-based compensation expense, outside contracted services, cost of supplies, in-process research and development costs from asset acquisitions and allocated facilities costs for employees engaged in research and development of products and services. We expense all research and development costs in the period in which they are incurred. Payment made prior to the receipt of goods or services to be used in research and development are recognized as prepaid assets until the goods are received or services are rendered.

We expect that our research and development costs to fluctuate in future periods as we continue our research and development efforts, including meeting our customers' needs. These costs may fluctuate from period to period due to the timing and scope of our development activities.

*Change in Estimated Fair Value of Contingent Consideration*

Change in estimated fair value of contingent consideration consists of fair value adjustments to contingent consideration liabilities associated with completed acquisitions. These adjustments are based on our assessment of the probability of achieving certain revenue thresholds and other probability factors.

***Other Income (Expense)***

*Interest Expense*

Interest expense consists of interest costs and the related amortization of the debt discount and deferred issuance costs on our outstanding debt. Interest expense also consists of changes in the fair value of our interest rate cap agreement.

*Interest Income*

Interest income consists of interest earned on our cash balances and short-term investments in money market funds held at financial institutions.

*Change in Payable to Related Parties Pursuant to the Tax Receivable Agreement*

The Tax Receivable Agreement liability adjustment reflects changes in the Tax Receivable Agreement liability recorded in our condensed consolidated balance sheets primarily due to changes in our estimated state apportionment and the corresponding change of our estimated state tax rate.

***Income Tax Expense***

As a result of our ownership of LLC Units in Topco LLC, we are subject to U.S. federal, state and local income taxes with respect to our allocable share of any taxable income of Topco LLC and will be taxed at the prevailing corporate tax rates.

***Non-Controlling Interests***

Non-controlling interests represent the portion of profit or loss, net assets and comprehensive income or loss of our consolidated subsidiaries that is not allocable to the Company based on our percentage of ownership of such entities. Income or loss attributed to the non-controlling interests is based on the LLC Units outstanding during the period and is presented on the condensed consolidated statements of operations. As of September 30, 2023, we held approximately 52.6% of the outstanding LLC Units of Topco LLC, and MLSH 1 held approximately 47.4% of the outstanding LLC Units of Topco LLC.

**Results of Operations**

The results of operations presented below should be reviewed in conjunction with the condensed consolidated financial statements and notes included elsewhere in this Quarterly Report on Form 10-Q. For information with respect to recent

accounting pronouncements that are of significance or potential significance to us, see Note 1 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

| | Three Months Ended September 30, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| | (in thousands, except per share amounts) | | |
| Revenue | $ 66,865 | $ 191,263 | (65.0)% |
| Operating expenses: | | | |
| Cost of revenue [1] | 36,686 | 38,176 | (3.9)% |
| Selling, general and administrative [1] | 38,864 | 30,795 | 26.2 % |
| Research and development [1] | 4,347 | 5,389 | (19.3)% |
| Change in estimated fair value of contingent consideration | 2,385 | — | * |
| Total operating expenses | 82,282 | 74,360 | 10.7 % |
| (Loss) income from operations | (15,417) | 116,903 | (113.2)% |
| Other income (expense), net | (5,146) | (3,140) | 63.9 % |
| (Loss) income before income taxes | (20,563) | 113,763 | (118.1)% |
| Income tax (benefit) expense | (5,461) | 14,110 | (138.7)% |
| Net (loss) income | (15,102) | 99,653 | (115.2)% |
| Net (loss) income attributable to non-controlling interests | (8,640) | 55,184 | (115.7)% |
| Net (loss) income attributable to Maravai LifeSciences Holdings, Inc. | $ (6,462) | $ 44,469 | (114.5)% |
| | | | |
| **Net (loss) income per Class A common share attributable to Maravai LifeSciences Holdings, Inc.:** | | | |
| Basic | $ (0.05) | $ 0.34 | |
| Diluted | $ (0.05) | $ 0.34 | |
| **Weighted average number of Class A common shares outstanding:** | | | |
| Basic | 131,930 | 131,540 | |
| Diluted | 131,930 | 131,651 | |
| **Non-GAAP measures:** | | | |
| Adjusted EBITDA | $ 11,900 | $ 132,517 | |
| Adjusted Free Cash Flow | $ 379 | $ 116,882 | |

| | Nine Months Ended September 30, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| | (in thousands, except per share amounts) | | |
| Revenue | $ 214,804 | $ 678,288 | (68.3)% |
| Operating expenses: | | | |
| Cost of revenue [1] | 113,635 | 115,704 | (1.8)% |
| Selling, general and administrative [1] | 112,912 | 92,056 | 22.7 % |
| Research and development [1] | 12,686 | 13,358 | (5.0)% |
| Change in estimated fair value of contingent consideration | 69 | (7,800) | (100.9)% |
| Total operating expenses | 239,302 | 213,318 | 12.2 % |
| (Loss) income from operations | (24,498) | 464,970 | (105.3)% |
| Other income (expense), net | (13,952) | (9,374) | 48.8 % |
| (Loss) income before income taxes | (38,450) | 455,596 | (108.4)% |
| Income tax (benefit) expense | (10,057) | 52,362 | (119.2)% |
| Net (loss) income | (28,393) | 403,234 | (107.0)% |
| Net (loss) income attributable to non-controlling interests | (15,323) | 220,663 | (106.9)% |
| Net (loss) income attributable to Maravai LifeSciences Holdings, Inc. | $ (13,070) | $ 182,571 | (107.2)% |
| | | | |
| **Net (loss) income per Class A common share attributable to Maravai LifeSciences Holdings, Inc.:** | | | |
| Basic | $ (0.10) | $ 1.39 | |
| Diluted | $ (0.10) | $ 1.37 | |
| **Weighted average number of Class A common shares outstanding:** | | | |
| Basic | 131,845 | 131,518 | |
| Diluted | 131,845 | 255,323 | |
| **Non-GAAP measures:** | | | |
| Adjusted EBITDA | $ 44,775 | $ 507,988 | |
| Adjusted Free Cash Flow | $ 4,990 | $ 479,633 | |

* Not meaningful

(1) Includes stock-based compensation expense as follows (in thousands, except percentages):

| | Three Months Ended September 30, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| Cost of revenue | $ 2,169 | $ 1,129 | 92.1 % |
| Selling, general and administrative | 7,094 | 3,288 | 115.8 % |
| Research and development | 724 | 323 | 124.1 % |
| Total stock-based compensation expense | $ 9,987 | $ 4,740 | 110.7 % |

| | Nine Months Ended September 30, | | |
|---|---|---|---|
| | 2023 | 2022 | Change |
| Cost of revenue | $ 5,676 | $ 2,956 | 92.0 % |
| Selling, general and administrative | 17,647 | 8,984 | 96.4 % |
| Research and development | 1,923 | 735 | 161.6 % |
| Total stock-based compensation expense | $ 25,246 | $ 12,675 | 99.2 % |

***Revenue***

Consolidated revenue by segment was as follows for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Nucleic Acid Production | $ 51,228 | $ 174,881 | (70.7)% | 76.6 % | 91.4 % |
| Biologics Safety Testing | 15,637 | 16,382 | (4.5)% | 23.4 % | 8.6 % |
| Total revenue | $ 66,865 | $ 191,263 | (65.0)% | 100.0 % | 100.0 % |

| | Nine Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Nucleic Acid Production | $ 165,944 | $ 623,779 | (73.4)% | 77.3 % | 92.0 % |
| Biologics Safety Testing | 48,860 | 54,509 | (10.4)% | 22.7 % | 8.0 % |
| Total revenue | $ 214,804 | $ 678,288 | (68.3)% | 100.0 % | 100.0 % |

*Comparison of Three Months Ended September 30, 2023 and 2022*

Total revenue was $66.9 million for the three months ended September 30, 2023 compared to $191.3 million for the three months ended September 30, 2022, representing a decrease of $124.4 million, or 65.0%.

Nucleic Acid Production revenue decreased from $174.9 million for the three months ended September 30, 2022 to $51.2 million for the three months ended September 30, 2023, representing a decrease of $123.7 million, or 70.7%. The decrease in Nucleic Acid Production revenue was primarily driven by decreased revenue from our proprietary CleanCap analogs as demand decreased from COVID-19 vaccine manufacturers. For the three months ended September 30, 2023, we estimate that approximately $14.9 million, or 60.4%, of our $24.7 million CleanCap revenue was a result of customer demand attributable to COVID-19 vaccines or other COVID-19 related commercial products or developmental programs. For the three months ended September 30, 2022, we estimate that approximately $126.5 million, or 92.7%, of our $136.5 million CleanCap revenue was a result of customer demand attributable to COVID-19 vaccines or other COVID-19 related commercial products or developmental programs.

Biologics Safety Testing revenue decreased from $16.4 million for the three months ended September 30, 2022 to $15.6 million for the three months ended September 30, 2023, representing a decrease of $0.7 million, or 4.5%. The decrease from the prior period was not significant.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

Total revenue was $214.8 million for the nine months ended September 30, 2023 compared to $678.3 million for the nine months ended September 30, 2022, representing a decrease of $463.5 million, or 68.3%.

Nucleic Acid Production revenue decreased from $623.8 million for the nine months ended September 30, 2022 to $165.9 million for the nine months ended September 30, 2023, representing a decrease of $457.8 million, or 73.4%. The decrease in Nucleic Acid Production revenue was primarily driven by decreased revenue from our proprietary CleanCap analogs as demand decreased from COVID-19 vaccine manufacturers. For the nine months ended September 30, 2023, we estimate that approximately $42.4 million, or 52.4%, of our $80.9 million CleanCap revenue was a result of customer demand attributable to COVID-19 vaccines or other COVID-19 related commercial products or developmental programs. For the nine months ended September 30, 2022, we estimate that approximately $476.2 million, or 93.2%, of our $511.0 million CleanCap revenue was a result of customer demand attributable to COVID-19 vaccines or other COVID-19 related commercial products or developmental programs.

Biologics Safety Testing revenue decreased from $54.5 million for the nine months ended September 30, 2022 to $48.9 million for the nine months ended September 30, 2023, representing a decrease of $5.6 million, or 10.4%. The decrease from the prior period was primarily due to an industry-wide weak demand environment and slowdowns in biologics manufacturing in the Asia Pacific region, which continued to impact demand for our HCP ELISA kits.

***Segment Information***

Management has determined that adjusted earnings before interest, tax, depreciation and amortization is the profit or loss measure used to make resource allocation decisions and evaluate segment performance. Adjusted EBITDA assists management in comparing the segment performance on a consistent basis for purposes of business decision-making by removing the impact

of certain items that management believes do not directly reflect the core operations and, therefore, are not included in measuring segment performance. We define Adjusted EBITDA as net (loss) income before interest, taxes, depreciation and amortization, certain non-cash items and other adjustments that we do not consider in our evaluation of ongoing operating performance from period to period. Corporate costs, net of eliminations, are managed on a standalone basis and are not allocated to segments.

We do not allocate assets to our reportable segments as they are not included in the review performed by our Chief Operating Decision Maker for purposes of assessing segment performance and allocating resources.

As of September 30, 2023, all of our long-lived assets were located within the United States.

The following schedule includes revenue and adjusted EBITDA for each of our reportable operating segments (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| **Revenue:** | | | | |
| Nucleic Acid Production | $ 51,228 | $ 174,881 | $ 165,944 | $ 623,786 |
| Biologics Safety Testing | 15,638 | 16,382 | 48,863 | 54,509 |
| **Total reportable segments' revenue** | 66,866 | 191,263 | 214,807 | 678,295 |
| Intersegment eliminations | (1) | — | (3) | (7) |
| **Total** | $ 66,865 | $ 191,263 | $ 214,804 | $ 678,288 |
| | | | | |
| **Segment adjusted EBITDA:** | | | | |
| Nucleic Acid Production | $ 16,591 | $ 133,816 | $ 58,656 | $ 502,906 |
| Biologics Safety Testing | 11,246 | 12,997 | 35,307 | 43,631 |
| **Total reportable segments' adjusted EBITDA** | 27,837 | 146,813 | 93,963 | 546,537 |
| **Reconciliation of total reportable segments' adjusted EBITDA to (loss) income before income taxes** | | | | |
| Amortization | (6,870) | (6,254) | (20,487) | (18,033) |
| Depreciation | (4,071) | (1,857) | (8,966) | (5,604) |
| Interest expense | (11,637) | (3,136) | (30,492) | (10,234) |
| Interest income | 7,432 | — | 20,268 | — |
| Corporate costs, net of eliminations | (15,937) | (14,296) | (49,188) | (38,549) |
| Other adjustments: | | | | |
| Acquisition contingent consideration | (2,385) | — | (69) | 7,800 |
| Acquisition integration costs | (3,268) | (2,760) | (9,198) | (10,642) |
| Stock-based compensation | (9,987) | (4,740) | (25,246) | (12,675) |
| Merger and acquisition related expenses | (46) | — | (3,708) | (1,195) |
| Financing costs | — | (7) | — | (1,071) |
| Acquisition related tax adjustment | 77 | — | (1,370) | (1,264) |
| Tax Receivable Agreement liability adjustment | (1,007) | — | (2,342) | 2,340 |
| Other | (701) | — | (1,615) | (1,814) |
| **(Loss) income before income taxes** | (20,563) | 113,763 | (38,450) | 455,596 |
| Income tax (benefit) expense | 5,461 | (14,110) | 10,057 | (52,362) |
| **Net (loss) income** | $ (15,102) | $ 99,653 | $ (28,393) | $ 403,234 |

During the three and nine months ended September 30, 2023 and the nine months ended September 30, 2022, intersegment revenue was immaterial between the Nucleic Acid Production and Biologics Safety Testing segments. There was no intersegment revenue during the three months ended September 30, 2022. Any intersegment sales and the related gross margin on inventory recorded at the end of the period are eliminated for consolidation purposes. Internal selling prices for intersegment sales are consistent with the segment's normal retail price offered to external parties. There was no commission expense recognized for intersegment sales for each of the three and nine months ended September 30, 2023 and 2022.

***Non-GAAP Financial Measures***

***Adjusted EBITDA***

A reconciliation of net (loss) income to adjusted EBITDA, which is a non-GAAP measure, is set forth below (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Net (loss) income | $ (15,102) | $ 99,653 | $ (28,393) | $ 403,234 |
| Add: | | | | |
| Amortization | 6,870 | 6,254 | 20,487 | 18,033 |
| Depreciation | 4,071 | 1,857 | 8,966 | 5,604 |
| Interest expense | 11,637 | 3,136 | 30,492 | 10,234 |
| Interest income | (7,432) | — | (20,268) | — |
| Income tax (benefit) expense | (5,461) | 14,110 | (10,057) | 52,362 |
| EBITDA | (5,417) | 125,010 | 1,227 | 489,467 |
| Acquisition contingent consideration [1] | 2,385 | — | 69 | (7,800) |
| Acquisition integration costs [2] | 3,268 | 2,760 | 9,198 | 10,642 |
| Stock-based compensation [3] | 9,987 | 4,740 | 25,246 | 12,675 |
| Merger and acquisition related expenses [4] | 46 | — | 3,708 | 1,195 |
| Financing costs [5] | — | 7 | — | 1,071 |
| Acquisition related tax adjustment [6] | (77) | — | 1,370 | 1,264 |
| Tax Receivable Agreement liability adjustment [7] | 1,007 | — | 2,342 | (2,340) |
| Other [8] | 701 | — | 1,615 | 1,814 |
| Adjusted EBITDA | $ 11,900 | $ 132,517 | $ 44,775 | $ 507,988 |

(1) Refers to the change in estimated fair value of contingent consideration related to completed acquisitions.

(2) Refers to incremental costs incurred to execute and integrate completed acquisitions, and retention payments in connection with these acquisitions.

(3) Refers to non-cash expense associated with stock-based compensation.

(4) Refers to diligence, legal, accounting, tax and consulting fees incurred associated with acquisitions that were pursued but not consummated.

(5) Refers to transaction costs related to the refinancing of our long-term debt that are not capitalizable.

(6) Refers to non-cash (income) expense associated with adjustments to the indemnification asset recorded in connection with the acquisition of MyChem, LLC (“MyChem”), which was completed in January 2022.

(7) Refers to the adjustment of the Tax Receivable Agreement liability primarily due to changes in our estimated state apportionment and the corresponding change of our estimated state tax rate.

(8) For the three and nine months ended September 30, 2023, refers to severance payments, legal settlement amounts, inventory step-up charges in connection with the acquisition of Alphazyme, certain working capital and other adjustments related to the acquisition of MyChem, and other non-recurring costs. For the nine months ended September 30, 2022, refers to the loss recognized during the period associated with certain working capital and other adjustments related to the sale of Vector Laboratories, Inc., which was completed in September 2021, and the loss incurred on extinguishment of debt.

***Adjusted Free Cash Flow***

Adjusted Free Cash Flow, which is a non-GAAP measure that we define as Adjusted EBITDA less capital expenditures, is set forth below for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Adjusted EBITDA | $ 11,900 | $ 132,517 | $ 44,775 | $ 507,988 |
| Capital expenditures [1] | (11,521) | (15,635) | (39,785) | (28,355) |
| Adjusted Free Cash Flow | $ 379 | $ 116,882 | $ 4,990 | $ 479,633 |

(1) We define capital expenditures as: (i) purchases of property and equipment which are included in cash flows from investing activities, offset by government funding received; and (ii) construction costs determined to be lessor improvements recorded as prepaid lease payments and right-of-use assets, offset by government funding received. We revised our capital expenditures definition in the quarter ended March 31, 2023 to exclude the portions in accounts payable and accrued expenses.

***Operating Expenses***

Operating expenses included the following for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Cost of revenue | $ 36,686 | $ 38,176 | (3.9)% | 54.9 % | 20.0 % |
| Selling, general and administrative | 38,864 | 30,795 | 26.2 % | 58.1 % | 16.1 % |
| Research and development | 4,347 | 5,389 | (19.3)% | 6.5 % | 2.8 % |
| Change in estimated fair value of contingent consideration | 2,385 | — | * | 3.6 % | — % |
| Total operating expenses | $ 82,282 | $ 74,360 | 10.7 % | 123.1 % | 38.9 % |

| | Nine Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Cost of revenue | $ 113,635 | $ 115,704 | (1.8)% | 52.9 % | 17.1 % |
| Selling, general and administrative | 112,912 | 92,056 | 22.7 % | 52.6 % | 13.6 % |
| Research and development | 12,686 | 13,358 | (5.0)% | 5.9 % | 2.0 % |
| Change in estimated fair value of contingent consideration | 69 | (7,800) | (100.9)% | 0.0 % | (1.2)% |
| Total operating expenses | $ 239,302 | $ 213,318 | 12.2 % | 111.4 % | 31.5 % |

* Not meaningful

***Cost of Revenue***

*Comparison of Three Months Ended September 30, 2023 and 2022*

Cost of revenue decreased by $1.5 million from $38.2 million for the three months ended September 30, 2022 to $36.7 million for the three months ended September 30, 2023, or 3.9%. The decrease in cost of revenue was primarily attributable to a decrease of $11.9 million in direct product costs driven by decreased revenues and a decrease of $0.8 million in professional service fees. These were partially offset by an increase of $5.3 million due to lower direct labor and overhead expense absorption, an increase of $4.3 million in personnel costs primarily driven by additional headcount to support expanded manufacturing capacity and additional headcount related to the acquisition of Alphazyme, an increase of $1.0 million in depreciation and amortization expense due to new equipment and newly acquired intangible assets, and an increase of $0.6 million in facilities costs driven by new facilities.

Gross profit decreased by $122.9 million from $153.1 million for the three months ended September 30, 2022 to $30.2 million for the three months ended September 30, 2023. The decrease in the gross profit margin as a percentage of sales was primarily

attributable to a decrease in volume, unfavorable product mix shift, and an overall increase in the cost of revenue as a percentage of sales as the result of higher labor and facility costs, depreciation and amortization, and lower manufacturing throughput and related absorption which increased the direct labor and overhead expenses incurred into cost of revenue in the period.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

Cost of revenue decreased by $2.1 million from $115.7 million for the nine months ended September 30, 2022 to $113.6 million for the nine months ended September 30, 2023, or 1.8%. The decrease in cost of revenue compared to the prior period was primarily attributable to a decrease of $31.3 million in direct product costs driven by decreased revenues and a decrease of $0.5 million in supplies and materials. These were partially offset by an increase of $13.8 million in personnel costs primarily driven by additional headcount to support expanded manufacturing capacity and additional headcount related to the acquisition of Alphazyme, an increase of $11.6 million due to lower direct labor and overhead expense absorption, an increase of $3.2 million in depreciation and amortization expense due to new equipment and newly acquired intangible assets, and an increase of $1.1 million in facilities costs driven by new facilities.

Gross profit decreased by $461.4 million from $562.6 million for the nine months ended September 30, 2022 to $101.2 million for the nine months ended September 30, 2023. The decrease in the gross profit margin as a percentage of sales was primarily attributable to a decrease in volume, unfavorable product mix shift, an overall increase in the cost of revenue as a percentage of sales as the result of higher labor and facility costs, depreciation and amortization, and lower manufacturing throughput and related absorption which increased the direct labor and overhead expenses incurred into cost of revenue in the period.

***Selling, General and Administrative***

*Comparison of Three Months Ended September 30, 2023 and 2022*

Selling, general and administrative expenses increased by $8.1 million from $30.8 million for the three months ended September 30, 2022 to $38.9 million for the three months ended September 30, 2023, or 26.2%. The increase was primarily driven by an increase of $6.3 million in personnel costs driven by additional headcount to support the Company's long-term strategic growth initiatives and an increase of $1.8 million in depreciation expense driven by new facilities.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

Selling, general and administrative expenses increased by $20.9 million from $92.1 million for the nine months ended September 30, 2022 to $112.9 million for the nine months ended September 30, 2023, or 22.7%. The increase was primarily driven by an increase of $20.2 million in personnel costs driven by additional headcount to support the Company's long-term strategic growth initiatives.

***Research and Development***

*Comparison of Three Months Ended September 30, 2023 and 2022*

Research and development expenses decreased by $1.0 million from $5.4 million for the three months ended September 30, 2022 to $4.3 million for the three months ended September 30, 2023, or 19.3%. The decrease in expenses compared to the prior period was primarily driven by a decrease of $0.8 million in personnel costs and a decrease of $0.5 million in professional services fees. These decreases were partially offset by an increase of $0.2 million in facilities costs driven by new facilities.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

Research and development expenses decreased by $0.7 million from $13.4 million for the nine months ended September 30, 2022 to $12.7 million for the nine months ended September 30, 2023, or 5.0%. The decrease in expenses compared to the prior period was not significant.

***Change in Estimated Fair Value of Contingent Consideration***

*Comparison of Three Months Ended September 30, 2023 and 2022*

The increase in change in estimated fair value of contingent consideration of $2.4 million for the three months ended September 30, 2023 was due to the increase in estimated fair value of the liability for the contingent payments associated with the acquisition of Alphazyme. This was due to a change in estimate associated with Alphazyme revenue projections relative to defined revenue targets or thresholds that would trigger a contingent payment per the Alphazyme SPA. See Notes 2 and 4 to the

condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

The decrease in change in estimated fair value of contingent consideration of $7.9 million for the nine months ended September 30, 2023 was primarily due to the net change in estimated fair value of the liability for the contingent payments associated with the acquisition of MyChem. This was due to a change in estimate associated with revenue projections relative to defined revenue targets or thresholds that would trigger contingent payments per the MyChem SPA. See Notes 2 and 4 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

***Other Income (Expense)***

Other income (expense) included the following for the periods presented (in thousands, except percentages):

| | Three Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Interest expense | $ (11,637) | $ (3,136) | 271.1 % | (17.4)% | (1.6)% |
| Interest income | 7,432 | — | * | 11.1 % | — % |
| Change in payable to related parties pursuant to the Tax Receivable Agreement | (1,007) | — | * | (1.5)% | — % |
| Other income (expense) | 66 | (4) | * | 0.1 % | 0.0 % |
| Total other expense | $ (5,146) | $ (3,140) | 63.9 % | (7.7)% | (1.6)% |

| | Nine Months Ended September 30, | | | Percentage of Revenue | |
|---|---|---|---|---|---|
| | 2023 | 2022 | Change | 2023 | 2022 |
| Interest expense | $ (30,492) | $ (10,234) | 197.9 % | (14.2)% | (1.5)% |
| Interest income | 20,268 | — | * | 9.4 % | — % |
| Loss on extinguishment of debt | — | (208) | * | — % | 0.0 % |
| Change in payable to related parties pursuant to the Tax Receivable Agreement | (2,342) | 2,340 | (200.1)% | (1.1)% | 0.3 % |
| Other income (expense) | (1,386) | (1,272) | 9.0 % | (0.6)% | (0.2)% |
| Total other expense | $ (13,952) | $ (9,374) | 48.8 % | (6.5)% | (1.4)% |

* Not meaningful

*Comparison of Three Months Ended September 30, 2023 and 2022*

Other expense was $3.1 million for the three months ended September 30, 2022 compared to $5.1 million for the three months ended September 30, 2023, representing an increase of $2.0 million, or 63.9%. The overall increase in Other expense was primarily attributable to an increase in interest expense of $8.5 million which was driven by higher interest rates in the current year. The increase was further driven by a $1.0 million loss recognized related to the Tax Receivable Agreement as a result of changes in our estimated state income tax apportionment and a corresponding change in our estimated state income tax rate. These increases were further offset by a $7.4 million increase in interest income earned on funds deposited into money market funds and interest bearing deposits held at financial institutions in 2023.

*Comparison of Nine Months Ended September 30, 2023 and 2022*

Other expense was $9.4 million for the nine months ended September 30, 2022 compared to $14.0 million for the nine months ended September 30, 2023, representing an increase of $4.6 million, or 48.8%. The overall increase in Other expense was primarily attributable to an increase in interest expense of $20.3 million which was driven by higher interest rates in the current year. The increase was further driven by a $4.7 million change in gain (loss) recognized related to the Tax Receivable Agreement as a result of changes in our estimated state income tax apportionment and a corresponding change in our estimated state income tax rate. These increases were further offset by a $20.3 million increase in interest income for interest earned on our new money market funds and interest bearing deposits held at financial institutions.

**Relationship with GTCR, LLC ("GTCR")**

As of September 30, 2023, investment entities affiliated with GTCR collectively controlled approximately 56% of the voting power of our common stock, which enables GTCR to control the vote of all matters submitted to a vote of our shareholders and to control the election of members of the Board and all other corporate decisions.

We made distributions of $9.6 million during the nine months ended September 30, 2023, and $36.8 million and $119.3 million during the three and nine months ended September 30, 2022, respectively, for tax liabilities to MLSH 1, which is controlled by GTCR and is the only holder of LLC Units other than us and our wholly owned subsidiaries. No such distributions were made during the three months ended September 30, 2023.

We are also a party to the Tax Receivable Agreement, or TRA, with MLSH 1, which is primarily owned by GTCR, and MLSH 2 (see Note 12 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q). The TRA provides for the payment by us to MLSH 1 and MLSH 2, collectively, of 85% of the amount of tax benefits, if any, that we actually realize, or in some circumstances are deemed to realize, from exchanges of LLC Units (together with the corresponding shares of Class B common stock) for Class A common stock, as a result of (i) certain increases in the tax basis of assets of Topco LLC and its subsidiaries resulting from purchases or exchanges of LLC Units, (ii) certain tax attributes of the entities acquired from MLSH 1 and MLSH 2 in connection with the Organizational Transactions, Topco LLC and subsidiaries of Topco LLC that existed prior to the IPO, and (iii) certain other tax benefits related to our entering into the TRA, including tax benefits attributable to payments that we make under the TRA (collectively, the "Tax Attributes"). Payment obligations under the TRA are not conditioned upon any Topco LLC unitholders maintaining a continued ownership interest in us or Topco LLC, and the rights of MLSH 1 and MLSH 2 under the TRA are assignable. There is no stated term for the TRA, and the TRA will continue until all tax benefits have been utilized or expired unless we exercise our right to terminate the TRA for an agreed-upon amount.

We made payments of $42.6 million to MLSH 1 and MLSH 2 pursuant to the TRA during the nine months ended September 30, 2023, of which $0.4 million was related to interest. No payments were made during the three months ended September 30, 2023 or the three and nine months ended September 30, 2022. As of September 30, 2023, our liability under the TRA was $678.4 million.

**Liquidity and Capital Resources**

***Overview***

We have financed our operations primarily from cash flow from operations, borrowings under long-term debt agreements and, to a lesser extent, the sale of our Class A common stock.

As of September 30, 2023, we had cash and cash equivalents of $579.6 million and retained earnings of $391.7 million. We had a net loss of $15.1 million and $28.4 million for the three and nine months ended September 30, 2023. We also had positive cash flows from operations of $118.4 million for the nine months ended September 30, 2023.

We have relied on revenue derived from product and services sales, and equity and debt financings to fund our operations to date.

Our principal uses of cash have been to fund operations, acquisitions and capital expenditures, as well as to make tax distributions to MLSH 1, make TRA payments to MLSH 1 and MLSH 2 and make interest payments and mandatory principal payments on our long-term debt.

We plan to utilize our existing cash on hand, together with cash generated from operations, primarily to fund our commercial and marketing activities associated with our products and services, continued research and development initiatives, and ongoing investments into our manufacturing facilities to create efficiencies and build capacity. We believe our cash on hand, cash generated from operations and continued access to our credit facilities, will be sufficient to satisfy our cash requirements over the next 12 months and beyond.

As a result of our ownership of LLC Units in Topco LLC, the Company is subject to U.S. federal, state and local income taxes with respect to its allocable share of any taxable income of Topco LLC and is taxed at the prevailing corporate tax rates. In addition to tax expenses, we also will incur expenses related to our operations and we will be required to make payments under the TRA with MLSH 1 and MLSH 2. Due to the uncertainty of various factors, we cannot precisely quantify the likely tax benefits we will realize as a result of LLC Unit exchanges and the resulting amounts we are likely to pay out to LLC Unitholders of Topco LLC pursuant to the TRA; however, we estimate that such payments may be substantial. Assuming no changes in the relevant tax law, and that we earn sufficient taxable income to realize all tax benefits that are subject to the TRA, we expect that future payments under the TRA relating to the purchase by the Company of LLC Units from MLSH 1 and the tax attributes to be approximately $678.4 million and to range over the next 17 years from approximately $4.2 million to $71.5

million per year and to decline thereafter. Future payments in respect of subsequent exchanges or financings would be in addition to these amounts and are expected to be substantial. The foregoing numbers are estimates and the actual payments could differ materially. We expect to fund these payments using cash on hand and cash generated from operations.

As a result of a change of control, material breach, or our election to terminate the TRA early, (1) we could be required to make cash payments to MLSH 1 and MLSH 2 that are greater than the specified percentage of the actual benefits we ultimately realize in respect of the tax benefits that are subject to the TRA, and (2) we will be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the TRA, which payment may be made significantly in advance of the actual realization, if any, of such future tax benefits. In these situations, our obligations under the TRA could have a material adverse effect on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations, or other changes of control. There can be no assurance that we will be able to adequately finance our payment obligations under the TRA.

In addition to payments to be made under the TRA, we are also required to make tax distributions to MLSH 1 pursuant to the LLC Operating Agreement for the portion of income passing through to them from Topco LLC. We made distributions of $9.6 million during the nine months ended September 30, 2023, and $36.8 million and $119.3 million during the three and nine months ended September 30, 2022, respectively, for tax liabilities to MLSH 1 under this agreement. No such distributions were made during the three months ended September 30, 2023.

***Credit Agreement***

The Credit Agreement among Intermediate, Cygnus and TriLink, as the borrowers, Topco LLC, as holdings, the lenders from time-to-time party thereto and Morgan Stanley Senior Funding, Inc., as administrative and collateral agent (as amended, supplemented or otherwise modified, the "Credit Agreement"), provides us with a term-loan facility (the "Term Loan") totaling $600.0 million and a revolving credit facility (the "Revolving Credit Facility") of $180.0 million for letters of credit and loans to be used for working capital and other general corporate financing purposes. Borrowings under the Credit Agreement are unconditionally guaranteed by Topco LLC, along with the existing and future material domestic subsidiaries of Topco LLC (subject to certain exceptions) as specified in the respective guaranty agreements, and are secured by a lien and security interest in substantially all of the assets of existing and future material domestic subsidiaries of Topco LLC that are loan parties.

In January 2022, the Company entered into an amendment (the "Amendment") to refinance the term loan and to address the planned phase out of London Interbank Offered Rate ("LIBOR"), which is replaced with a Term Secured Overnight Financing Rate ("SOFR") based rate.

Commencing with the fiscal year ended December 31, 2021, and each fiscal year thereafter, the Credit Agreement requires that we make mandatory prepayments on the Tranche B Term Loan principal out of certain excess cash flow, subject to certain step-downs based on the Company's first lien net leverage ratio. The mandatory prepayment shall be reduced to 25% or 0% of the calculated excess cash flow if the Company's first lien net leverage ratio was equal to or less than 4.75:1.00 or 4.25:1.00, respectively; however, no prepayment is required to the extent excess cash flow calculated for the respective period is equal to or less than $10.0 million. As of September 30, 2023, our first lien net leverage ratio was less than 4.25:1.00. Thus, a mandatory prepayment on the Tranche B Term Loan out of excess cash flow was not required.

*Debt Covenants*

The Credit Agreement includes financial covenants. One financial covenant is a consolidated first lien coverage ratio measured as of the last day of each fiscal quarter. Another financial covenant requires that, if as of the end of any fiscal quarter the aggregate amount of letters of credit obligations and borrowings under the Revolving Credit Facility outstanding as of the end of such fiscal quarter (excluding cash collateralized letters of credit obligations and letter of credit obligations in an aggregate amount not in excess of $5.0 million at any time outstanding exceeds 35% of the aggregate amount of all Revolving Credit Commitments in effect as of such date, then the net leverage ratio of Intermediate may not be greater than 8.00 to 1.00. For purposes of this covenant, the net leverage ratio is calculated by dividing outstanding first lien indebtedness (net of cash) by Adjusted EBITDA over the preceding four fiscal quarters.

The Credit Agreement also contains negative and affirmative covenants in addition to the financial covenants, including covenants that restrict our ability to, among other things, incur or prepay certain indebtedness, pay dividends or distributions, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments, and make changes in the nature of the business. The Credit Agreement contains certain events of default, including, without limitation, nonpayment of principal, interest or other obligations, violation of the covenants, insolvency, court ordered judgments and certain changes of control. The Credit Agreement also requires the Company to provide audited consolidated financial statements to the lenders no later than 120 days after year-end.

As of September 30, 2023, we were in compliance with these covenants.

As of September 30, 2023, the interest rate on the Tranche B Term Loan was 8.32%.

***Tax Receivable Agreement***

We are a party to the TRA with MLSH 1 and MLSH 2. The TRA provides for the payment by us to MLSH 1 and MLSH 2, collectively, of 85% of the amount of certain tax benefits, if any, that we actually realize, or in some circumstances are deemed to realize, as a result of the Organizational Transactions, IPO and any subsequent purchases or exchanges of LLC Units of Topco LLC. Based on our current projections of taxable income, and before deduction of any specially allocated depreciation and amortization, we anticipate having enough taxable income to utilize most of these tax benefits.

As of September 30, 2023, our liability under the TRA was $678.4 million, representing 85% of the calculated tax savings we anticipated being able to utilize in future years. During the three and nine months ended September 30, 2023, we recognized losses of $1.0 million and $2.3 million, respectively, in connection with a TRA liability adjustment resulting from a change in the expected tax to us under the TRA primarily due to changes in our estimated state apportionment and a corresponding change in our estimated state income tax rate. We may record additional liabilities under the TRA when LLC Units are exchanged in the future and as our estimates of the future utilization of the Tax Attributes, net operating losses and other tax benefits change. We expect to make payments under the TRA, to the extent they are required, within 125 days after the extended due date of our U.S. federal income tax return for such taxable year. Interest on such payment will begin to accrue from the due date (without extensions) of such tax return at a rate of LIBOR plus 100 basis points. Any late payments will continue to accrue interest at LIBOR plus 500 basis points until such payments are made.

The payment obligations under the TRA are obligations of Maravai LifeSciences Holdings, Inc. and not of Topco LLC. Although the actual timing and amount of any payments that may be made under the TRA will vary, we expect that the aggregate payments that we will be required to make to MLSH 1 and MLSH 2 will be substantial. Any payments made by us under the TRA will generally reduce the amount of overall cash flow that might have otherwise been available to us or to Topco LLC and, to the extent that we are unable to make payments under the TRA for any reason, the unpaid amounts will be deferred and will accrue interest until paid by us. We anticipate funding ordinary course payments under the TRA from cash flow from operations of Topco LLC and its subsidiaries, available cash and/or available borrowings under the Credit Agreement.

***Cash Flows***

The following table summarizes our cash flows for the periods presented (in thousands):

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2023 | 2022 |
| Net cash provided by (used in): | | |
| Operating activities | $ 118,434 | $ 436,642 |
| Investing activities | (109,407) | (249,092) |
| Financing activities | (61,560) | (121,376) |
| Net (decrease) increase in cash and cash equivalents | $ (52,533) | $ 66,174 |

***Operating Activities***

Net cash provided by operating activities for the nine months ended September 30, 2023 was $118.4 million, which was primarily attributable to a net cash inflow from the change in our operating assets and liabilities of $95.5 million, non-cash depreciation and amortization of $29.5 million, non-cash amortization of operating lease right-of-use assets of $6.3 million, non-cash amortization of deferred financing costs of $2.2 million, non-cash stock-based compensation of $25.2 million, and non-cash loss on the revaluation of liabilities under the TRA of $2.3 million. These were partially offset by a net loss of $28.4 million, and non-cash deferred income taxes of $9.8 million.

Net cash provided by operating activities for the nine months ended September 30, 2022 was $436.6 million, which was primarily attributable to a net income of $403.2 million, non-cash depreciation and amortization of $23.6 million, non-cash amortization of operating lease right-of-use assets of $4.4 million, non-cash amortization of deferred financing costs of $2.1 million, non-cash stock-based compensation of $12.7 million, and non-cash deferred income taxes of $35.3 million. These were partially offset by a non-cash gain on the change in estimated fair value of contingent consideration of $7.8 million, non-cash gain on the revaluation of liabilities under the TRA of $2.3 million, and a net cash outflow from the change in our operating assets and liabilities of $29.3 million, of which $10.7 million was driven by an increase in prepaid lease payments for our leased Flanders San Diego Facility and Leland Facility.

***Investing Activities***

Net cash used in investing activities for the nine months ended September 30, 2023 was $109.4 million, which was primarily comprised of $69.8 million for the net cash consideration paid for the acquisition of Alphazyme and cash outflows of $48.8 million for property and equipment purchases. These were partially offset by proceeds from government assistance allocated to property and equipment of $9.0 million.

Net cash used in investing activities for the nine months ended September 30, 2022 was $249.1 million, which was primarily comprised of $238.8 million for the net cash consideration paid for the acquisition of MyChem and cash outflows of $10.9 million for property and equipment purchases.

***Financing Activities***

Net cash used in financing activities for the nine months ended September 30, 2023 was $61.6 million, which was primarily attributable to $42.2 million of payments to MLSH 1 and MLSH 2 pursuant to the TRA, $9.7 million payment of acquisition consideration holdback relating to the acquisition of MyChem, $9.6 million of distributions for tax liabilities to non-controlling interest holders, required pursuant to the terms of the LLC Operating Agreement, and $4.1 million of principal repayments of long-term debt. This was partially offset by proceeds from derivative instruments of $3.8 million.

Net cash used in financing activities for the nine months ended September 30, 2022 was $121.4 million, which was primarily attributable to $119.3 million of distributions for tax liabilities to non-controlling interest holders, required pursuant to the terms of the LLC Operating Agreement, and $12.5 million of principal repayments of long-term debt. This was partially offset by proceeds from borrowings of long-term debt of $8.5 million.

***Capital Expenditures***

Capital expenditures for the nine months ended September 30, 2023 totaled $39.8 million, which is net of government funding of $9.0 million. Capital expenditures, including costs incurred for lessor improvements, for the year ending December 31, 2023 are projected to be in the range of $50.0 million to $60.0 million, which is net of anticipated government funding recognized. This primarily includes new facility construction costs recorded as property and equipment for the Flanders San Diego Facility.

***Contractual Obligations and Commitments***

The following table summarizes our contractual obligations and commitments as of September 30, 2023 (in thousands):

| | Payments due by period | | | | |
|---|---|---|---|---|---|
| | **Total** | **1 year** | **2 - 3 years** | **4 - 5 years** | **5+ years** |
| Operating leases [1] | $ 69,311 | $ 10,701 | $ 21,585 | $ 17,172 | $ 19,853 |
| Finance leases [2] | 35,341 | 3,302 | 6,905 | 7,326 | 17,808 |
| Debt obligations [3] | 534,480 | 5,440 | 10,880 | 518,160 | — |
| TRA payments [4] | 678,399 | 4,198 | 14,724 | 37,559 | 621,918 |
| Unconditional purchase obligations [5] | 3,551 | 251 | 3,300 | — | — |
| Total | $ 1,321,082 | $ 23,892 | $ 57,394 | $ 580,217 | $ 659,579 |

(1) Represents operating lease payment obligations, excluding any renewal options we are reasonably certain to execute and have recognized as lease liabilities. See Note 7 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

(2) Represents finance lease payment obligations, excluding any renewal options we are reasonably certain to execute and have recognized as lease liabilities. See Note 7 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

(3) Represents long-term debt principal maturities, excluding interest. See Note 9 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

(4) Reflects the estimated timing of TRA payments as of September 30, 2023. Such payments could be due later than estimated depending on the timing of our use of the underlying tax attributes. See Note 12 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information regarding our liability under the TRA.

(5) Represents firm purchase commitments to our suppliers. See Note 8 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

Tax distributions are required under the terms of the Topco LLC Agreement. See Note 11 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information regarding tax distributions.

Commencing with the fiscal year ended December 31, 2021, and each fiscal year thereafter, the Credit Agreement requires that we make mandatory prepayments of the Term Loan principal upon certain excess cash flow, subject to certain step-downs based on our first lien net leverage ratio. The mandatory prepayment shall be reduced to 25% or 0% of the calculated excess cash flow if the first lien net leverage ratio was equal to or less than 4.75:1.00 or 4.25:1.00, respectively; however, no prepayment shall be required to the extent excess cash flow calculated for the respective period is equal to or less than $10.0 million. As of September 30, 2023, our first lien net leverage ratio was less than 4.25:1.00.

In connection with our acquisition of MyChem, we may be required to make certain payments of $20.0 million to its sellers as of the second anniversary of the closing of the acquisition date as long as the sellers of MyChem continue to be employed by TriLink. We cannot, at this time, determine when or if the related targets will be achieved or whether the events triggering the commencement of payment obligations will occur. Therefore, such payments were not included in the table above. See Note 2 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional details.

In connection with our acquisition of Alphazyme, we may be required to make additional payments of up to $75.0 million to the sellers of Alphazyme dependent upon meeting or exceeding defined revenue targets during fiscal years 2023 through 2025. We may also be required to make certain payments of $9.3 million to its sellers and certain employees as of various dates but primarily through December 31, 2025 as long as these individuals continue to be employed by the Company. We cannot, at this time, determine when or if the related targets will be achieved or whether the events triggering the commencement of payment obligations will occur. Therefore, such payments were not included in the table above. See Notes 2 and 4 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional details.

**Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our interim condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures in the consolidated financial statements. Our estimates are based on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions or conditions, and any such difference may be material. For a discussion of how these and other factors may affect our business, financial condition or results of operations, see “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and “Item 1A.Risk Factors” in Part II of this Quarterly Report on Form 10-Q.

The critical accounting estimates that we believe affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements presented in this report are described in Management’s Discussion and Analysis of Financial Condition and Results of Operations and in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal year ended December 31, 2022. Except as noted below, there have been no material changes to our critical accounting policies or estimates from those set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

***Recognition of Intangible Assets as Part of a Business Combination***

We account for our business combinations using the acquisition method of accounting which requires that the assets acquired and liabilities assumed of acquired businesses be recorded at their respective fair values at the date of acquisition. The purchase price, which includes the fair value of consideration transferred, is attributed to the fair value of the assets acquired and liabilities assumed. The excess of the purchase price of the acquisition over the fair value of the identifiable net assets of the acquiree is recorded as goodwill.

Determining the fair value of intangible assets acquired requires management to use significant judgment and estimates, including the selection of valuation methodologies, assumptions about future net cash flows, discount rates and market participants. Each of these factors can significantly affect the value attributed to the identifiable intangible asset acquired in a business combination.

We generally utilize a discounted cash flow method under the income approach to estimate the fair value of identifiable intangible assets acquired in a business combination. For the acquisition of Alphazyme, LLC, the estimated fair value of the developed technology intangible asset was based on the multi-period excess earnings method. The estimated fair value was

developed by discounting future net cash flows to their present value at market-based rates of return. We selected the assumptions used in the financial forecasts using historical data, supplemented by current and anticipated market conditions, estimated revenue growth rates, management's plans, and guideline companies. Some of the more significant assumptions inherent in estimating the fair value of this intangible asset included revenue growth rates ranging from 3.0% to 55.0%, a discount rate of 17.8%, and an assumed technical obsolescent curve of 5.0%.

The use of alternative estimates and assumptions could increase or decrease the estimated fair value and amounts allocated to identifiable intangible assets acquired and future amortization expense as well as goodwill.

**Recent Accounting Pronouncements**

For a description of the expected impact of recent accounting pronouncements, if any, see Note 1 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

***Interest Rate Risk***

As of September 30, 2023, our primary exposure to interest rate risk was associated with our variable rate long-term debt. Borrowings under our Credit Agreement bear interest at a rate equal to the Base Rate plus a margin of 2.00%, with respect to each Base Rate-based loan, or the Term SOFR (Secured Overnight Financing Rate) plus a margin of 3.00% with respect to each Term SOFR-based loan, subject in each case to an applicable Base Rate or Term SOFR floor (see Note 9 to the condensed consolidated financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q). Interest rates can fluctuate for a number of reasons, including changes in the fiscal and monetary policies or geopolitical events or changes in general economic conditions. This could adversely affect our cash flows.

As of September 30, 2023, we have an interest rate cap agreement in place to hedge a portion of our variable interest rate risk on our outstanding long-term debt. The agreement has a contract notional amount of $500.0 million and entitles us to receive from the counterparty at each calendar quarter end the amount, if any, by which a specified floating market rate exceeds the cap strike interest rate. The floating interest rate is reset at the end of each three-month period. The contract expires on January 19, 2025.

We had $534.5 million of outstanding borrowings under our Tranche B Term Loan and no outstanding borrowings under our Revolving Credit Facility as of September 30, 2023. For the three and nine months ended September 30, 2023, the effect of a hypothetical 100 basis point increase or decrease in overall interest rates would have changed our interest expense by approximately $1.4 million and $4.1 million, respectively.

We had cash and cash equivalents of $579.6 million as of September 30, 2023. Given the short-term nature of our investments, we do not believe there is any material risk to the value of our investments with increases or decreases in interest rates.

***Foreign Currency Risk***

All of our revenue is denominated in U.S. dollars. Although approximately 48.4% and 49.1% of our revenue for the three and nine months ended September 30, 2023 was derived from international sales, primarily in Europe and Asia Pacific, none of these sales are denominated in local currency. The majority of our expenses are generally denominated in the currencies in which they are incurred, which is primarily in the United States. As we expand our presence in international markets, to the extent we are required to enter into agreements denominated in a currency other than the U.S. dollar, results of operations and cash flows may increasingly be subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign currency exchange rates. To date, we have not entered into any hedging arrangements with respect to foreign currency risk. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in currency rates.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the

time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of September 30, 2023.

**Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the three months ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Part II.

### Item 1. Legal Proceedings

From time to time, we may be involved in various legal proceedings and subject to claims that arise in the ordinary course of business. Although the results of litigation and claims are inherently unpredictable and uncertain, we are not currently a party to any legal proceedings the outcome of which, if determined adversely to us, are believed to, either individually or taken together, have a material adverse effect on our business, operating results, cash flows or financial condition. Regardless of the outcome, litigation has the potential to have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

### Item 1A. Risk Factors

Other than as set forth below, there have been no material changes to the risk factors disclosed under the heading "Risk Factors" in our most recent Annual Report on Form 10-K.

### Risks Related to Our Business and Strategy

***We are dependent on the level of our customers' spending on and demand for outsourced nucleic acid production and biologics safety testing products and services. A reduction in spending or change in spending priorities of our customers could significantly reduce demand for our products and services and could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.***

The success of our business depends primarily on the number and size of contracts with our customers, primarily pharmaceutical and biotechnology companies, for our products and services. For example, during the COVID-19 pandemic we benefited from a significant increase in demand for our products and service, including our proprietary CleanCap® analogs that are used by our customers in the production of COVID-19 vaccines, and also benefited during 2021 and 2022, more generally, from the overall growth of the global biologics market, higher research and development budgets of our customers and a greater degree of outsourcing by our customers. The level of our customers' spending on and demand for our products and services is also subject to, among other things, their own financial performance, changes in their available resources, the timing of their commercial manufacturing initiatives, their decisions to acquire in-house manufacturing capacity (rather than outsource), their spending priorities, including research and development budgets, and their budgetary policies and practices, which, in turn, are dependent upon a number of factors outside of our control.

Our customers determine their research and development budgets based on several factors, including their need to develop new biological products, their competitors' discoveries, developments and commercial manufacturing initiatives and the anticipated market, clinical and reimbursement scenarios for specific products and therapeutic areas. In addition, consolidation in the industries in which our customers operate may have an impact on our customers' spending as they integrate acquired operations, including research and development departments and associated budgets.

Access to capital is critical to many of our customers' ability to fund research and development, particularly early-stage biotechnology and pharmaceutical companies, and historically, these companies have funded their research and development activities by raising capital privately or in the equity markets. Declines and uncertainties in the capital markets, including as a result of ongoing negative macroeconomic challenges, rising interest rates, recent instability in the banking sector, and volatile credit markets, have limited access to capital and negatively affected companies' ability to fund research and development efforts. While 2021 and 2022 saw a significant level of investment in venture- and private equity-backed startup companies, funding for companies at all stages, and particularly early-stage companies, has contracted considerably during 2023. In addition, in the wake of broader economic uncertainty, certain of our customers have implemented more stringent budgetary policies designed to conserve capital, which in turn, have caused a reduction in research and development spending and a decline in further purchases of our products and services. We have no assurance as to whether, or when, such research and development spending may stabilize or increase, if at all. Further, if the funding of venture- and private equity-backed early-stage biotechnology and pharmaceutical companies remains weak or continues to weaken, the research and development budgets of our customers may be further reduced or eliminated.

If our customers reduce their spending on our products and services as a result of any of these or other factors, our business, financial condition, results of operations, cash flows and prospects would be materially and adversely affected.

Moreover, we have no control over the timing and volume of purchases by our customers, and as a result, revenue can be difficult to forecast. Our inability to forecast fluctuations in demand could harm our business, financial position and future results of operations.

**Item 2. Unregistered Sales of Equity Securities**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 5. Other Information**

*Insider Trading Arrangements*

None of the Company's directors or officers (as defined in Section 16 of the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (each as defined in Item 408(a) and (c) of Regulation S-K) during the Company's fiscal quarter ended September 30, 2023.

**Item 6. Exhibits**

| Exhibit Number | Description |
|---|---|
| 3.1 | Amended and Restated Certificate of Incorporation of Maravai LifeSciences Holdings, Inc. dated November 19, 2020 (incorporated by reference to Exhibit 3.1 to Maravai Life Sciences Holdings, Inc.'s Form 8-K filed on November 25, 2020) |
| 3.2 | Amended and Restated Bylaws of Maravai LifeSciences Holdings, Inc. dated November 19, 2020 (incorporated by reference to Exhibit 3.2 to Maravai Life Sciences Holdings, Inc.'s Form 8-K filed on November 25, 2020). |
| 31.1 | Certification of the Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 31.2 | Certification of the Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 32.1* | Certification of the Chief Executive Officer pursuant to 18 U.S. C. Section 1350. |
| 32.2* | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |
| 101.INS | XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | XBRL Extension Definition Linkbase Document. |
| 101.LAB | XBRL Taxonomy Label Linkbase Document. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in exhibit 101) |

* The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act,, except to the extent that the registrant specifically incorporates it by reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

Maravai LifeSciences Holdings, Inc.

| | |
|---|---|
| By: | /s/ Kevin Herde |
| Name: | Kevin Herde |
| Title: | Chief Financial Officer |

Date: November 8, 2023

**EXHIBIT 31.1**

**Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, William E. Martin, III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Maravai LifeSciences 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's 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

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 8, 2023

/s/ William E. Martin, III

William E. Martin, III

*Chief Executive Officer*

**EXHIBIT 31.2**

**Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Kevin Herde, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Maravai LifeSciences 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's 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

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 8, 2023

/s/ Kevin Herde

Kevin Herde

*Chief Financial Officer*

**EXHIBIT 32.1**

**Certification of the Chief Executive Officer**

**Pursuant to Rule 18 U.S.C. Section 1350**

In connection with the Quarterly Report on Form 10-Q of Maravai LifeSciences Holdings, Inc. (the "Company") for the period ended September 30, 2023, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, William E. Martin, III, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 8, 2023

/s/ William E. Martin, III

William E. Martin, III

*Chief Executive Officer*

**EXHIBIT 32.2**

**Certification of the Chief Financial Officer**

**Pursuant to Rule 18 U.S.C. Section 1350**

In connection with the Quarterly Report on Form 10-Q of Maravai LifeSciences Holdings, Inc. (the "Company") for the period ended September 30, 2023, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, Kevin Herde, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 8, 2023

/s/ Kevin Herde

Kevin Herde

*Chief Financial Officer*