IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SYNTHEGO CORPORATION,[1]	Case No. 25-10823 (___)
Debtor.	

DECLARATION OF CRAIG CHRISTIANSON IN SUPPORT OF THE DEBTOR'S CHAPTER 11 PETITION AND FIRST DAY RELIEF

I, Craig Christianson, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information, and belief:

1. I am the President and Chief Executive Officer ("CEO") and a member of the Board of Directors of the above-captioned debtor and debtor in possession, Synthego Corporation, ("Synthego," the "Debtor" or the "Company"), and have served in these capacities since February 2024.

2. Previously, I served as Executive Advisor at Water Street Healthcare Partners, a company that focuses on investing in businesses to accelerate growth and impact in healthcare sectors. From March 2016 to February 2024, I served as Co-Founder and C-Inventor at MezLight, a company that delivered the first sterile surgical task light. In addition, over a period of 13 years, I held various positions at Promega Corporation, including Vice President, Commercial Operations, where I led global commercial operations, including effective P&L management as well as ensuring consistent profitable revenue growth, among other responsibilities, as well as part-time Board Director and North American General Manager and General Counsel, during which time the company doubled revenue. From 2016 to 2022, I was Co-Owner of vcpi, a company that provides

[1] The Debtor's mailing address is 3696 Haven Avenue, Suite A, Redwood City, California, 94063, and the last four digits of the Debtor's federal tax identification number is 9518.

comprehensive information technology services for the senior living and post-acute healthcare industry.

3. For nearly 17 years, I was a Board Director with Terso Solutions, a company that provides automated inventory management solutions for tracking high-value medical and scientific products in healthcare and life science. I was also a Board Director for 22 years at BioPharmaceutical Technology Center Institute, a company that contributes to the continued success of the biotechnology industry and to efforts aimed at enhancing the quality of education in the life sciences and of education overall -- building and strengthening communities which support lifelong learning. From July 2014 to April 2022, I was a Member of the Board of Trustees at Usona Institute, a non-profit Medical Research Organization that conducts and supports research and education related to meeting the unmet needs of people with psychological distress. Prior to my work with Usona Institute, I was Director of Licensing at Wisconsin Alumni Research Foundation (WARF) where I managed a team responsible for the marketing, licensing and monitoring of technologies developed by University of Wisconsin researchers. Prior to my time at WARF, I held leadership and sales positions at vcpi, Goliath Networks Inc., and IBM.

4. I received a Bachelor of Science from University of Wisconsin-Madison, a Doctor of Law from University of Wisconsin Law School, and a Master of Science from University of Wisconsin-Madison.

5. On the date hereof (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. I submit this declaration to provide an overview of the Debtor's business and the Chapter 11 Case and in support of the Debtor's "first day" applications and motions. I am over the age of 18, competent to testify, and authorized to submit this declaration on behalf of the Debtor.

7. As a result of my roles as President and CEO, I am familiar with the Debtor's business, financial affairs, and day-to-day operations. Except as otherwise noted, I have personal knowledge of the matters set forth herein. All facts set forth in this declaration are based on my personal knowledge, my discussions with other members of the Debtor's senior management and the Debtor's employees and professionals, my review of relevant documents, and/or my opinion based on my experience and knowledge of the Debtor's operations and financial condition. In making this declaration, I have relied in part on information and materials that the Debtor's personnel and advisors have gathered, prepared, verified, and provided to me, in each case under my ultimate supervision, at my direction, and/or for my benefit in preparing this declaration. If I were called to testify as a witness in this matter, I could and would testify competently to the facts set forth herein.

8. To familiarize the Court with the Debtor and the relief it seeks on the first day of this Chapter 11 Case, this declaration provides background information with respect to the Debtor's business and corporate history, as well as its prepetition capital structure.

A. Overview

9. Synthego is a leading provider of end-to-end CRISPR tools and solutions. CRISPR (Clustered Regularly Interspaced Short Palindromic Repeats) is a revolutionary technology that allows scientists to edit genes with precision, making it significant for advancements in medicine, agriculture, and industrial applications. Synthego supplies biopharmaceutical companies and research/academic institutions with certain tools that are essential to produce CRISPR technology, such as guide RNAs (gRNAs). Synthego supports and facilitates every step of a customer's CRISPR workflow in the development of cell and gene therapies, from design to edit to analysis for use in applications from discovery to clinical use. The Company is recognized as the highest quality producer of gRNAs and the only American company providing both research and therapeutic grade

gRNA. Synthego was founded in 2012 and is headquartered in Silicon Valley. The Company has approximately 150 employees.

10. Synthego's flagship product is gRNA. gRNA acts like a GPS for the CRISPR system, directing it to the exact spot in the DNA that needs to be edited. Synthego manufactures and sells gRNA for early-stage research use only as well as for human clinical trials. The Company has chemists, biologists and regulatory specialists available for consultation with clients in order to assist with and streamline the FDA regulatory process. In addition to gRNAs, the Company is expanding into certain enzyme offerings as well as producing and licensing novel nucleases like Cas9, Cas12 and eSpOT-ON.

11. The Company has collaborated with over 50 academic institutions and biopharmaceutical companies, including 8 of the world's 10 largest biotechnology companies, and 24 of the top 25 global biology universities across over 32 countries around the world. Synthego's products have resulted in over 190 publications in journals such as *Nature* and *Cell*.

12. Since the recognition of CRISPR as a gene-editing tool through the award of the Nobel Prize in Chemistry in 2020, its use in the development of gene therapies has grown exponentially: as of 2024, around 800 CRISPR-based medicines were in various stages of development, 1 million synthetic guide RNAs were being manufactured annually for research purposes, and 4 million CRISPR edits were being made each year.

B. History

13. Synthego was founded in 2012 by Paul and Michael Dabrowski, early employees at SpaceX. With $250,000 in seed funding, the brothers initially sought to apply engineering principles to the field of biology, and then more specifically CRISPR, to drive benefits to researchers seeking

to improve human health. As the Company's vision quickly progressed, it then completed a Series A funding round for $8.29 million.

14. A Series B funding round of $42 million in 2016 helped support Synthego being first-to-market with Synthetic Guide RNA (sgRNA), enabling a new CRISPR solution that reduced costs and wait times for scientists by 80%. A Series C funding round of $110 million in 2018 enabled expanding the core vision of providing access to CRISPR technology.

15. In 2018, Synthego launched Engineered Cells and Arrayed Screening Libraries, followed in 2019 by CRISPR Edited iPS Cells (Induced Pluripotent Stem Cells). To help speed the adoption of CRISPR in-market, additional bioinformatics tools were launched, specifically to help customers design their guides as well as analyze results. These research-grade solutions provided an array of benefits to scientific researchers conducting CRISPR-based research, helping optimize gene editing, guide selection and to ensure reliable results.

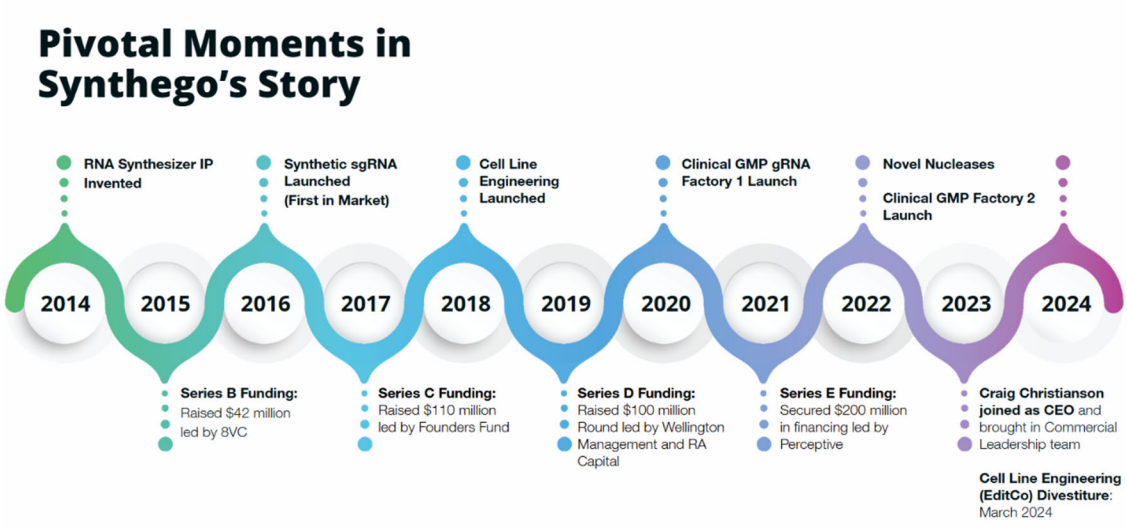
16. A Series D funding round of $100 million was completed in 2019 as the Company pursued initial growth into GMP[2] production. In May 2020, Synthego produced its first GMP gRNA molecule within what is now known as "GMP Factory 1," the first step towards gRNA being utilized in drug trials and eventual human trials. This innovation expanded Synthego's product reach beyond initial research into true human therapeutic development. Looking to future growth, an additional $196 million Series E funding round was completed in 2021-2022. By 2023, Synthego launched a state-of-the-art GMP facility called "GMP Factory 2," providing greater capacity and control for the extensive quality requirements of GMP manufacturing.

17. From August 2023 through January of 2024, the Company obtained additional funding through the issuance of subordinated Convertible Notes in the aggregate amount of $35 million. The

[2] GMP is a common industry term referring to Good Manufacturing Practices

Company utilized these proceeds for working capital, sales, marketing, and other ongoing operational expenses. In March 2024, Synthego sold its Engineered Cells and Arrayed Screening Library assets to Telegraph Hill Partners, forming a new company called EditCo. Synthego retained its core gRNA manufacturing capabilities and growing expertise in helping customers navigate the regulatory landscape of therapeutic trials.

18. With this split of organizations in 2024, Synthego retained me as Chief Executive Officer to bring a renewed focus on commercialization. The Company then issued Non-Convertible Notes (Subordinated Promissory Notes) in the aggregate amount of $97 million to support ongoing operations after the split of the Engineered Cells business from March 2024 through February 2025. These proceeds were used for working capital, sales, marketing, and other ongoing operational expenses as the Company worked to improve efficiencies and grow revenue within the leaner organizational structure. The Company secured new licenses to support novel nucleases offering scientists new avenues with affordable sublicensing options to bring therapeutics to market alongside gRNA. Additionally, Synthego has partnered to include two new enzymes to assist scientists developing longer RNA strands than traditional synthetic gRNA production currently supports.



C. Synthego Products and Services

19. Synthego offers both off-the-shelf and customizable products, services and intellectual property for therapeutics developers at all stages of the development process, supporting screening, target validation, lead identification, process qualification, pre-clinical development and clinical and regulatory approvals.

20. The Company offers three categories of products for CRISPR editing:

a. Its flagship product, gRNA, which is manufactured in-house. The gRNA product can be either off-the-shelf for pre-clinical use or customized for clinical purposes;

b. CRISPR nucleases: Cas9, Cas12 (U.S. license from HuideGene) and eSpOT-ON (global exclusive license from AstraZeneca). The eSpOT-ON nuclease can be sublicensed from research to commercialization. CRISPR nucleases are manufactured by third parties (Biotechrabbit and Kactus Bio); and

c. CRISPR enzymes: T7 RNA polymerase and RNase inhibitors.

D. Customers

21. To date, of the approximately 1000 cell and gene therapy companies worldwide, around 25% have engaged with Synthego. The Company's customer base is large and diverse, consisting of large pharmaceutical and biotechnology companies (25%), small- and medium-sized biotech companies (50%), and academic medical centers (25%).

E. Company Facilities

22. Synthego has three leased manufacturing facilities across two factories producing RUO[3]-grade RNA and large amounts of clinical-grade RNA. First, the Company operates an over 18,000 square foot, state-of-the-art, GMP-compliant, 24/7 operational manufacturing facility for

[3] RUO is a common industry term used to refer to applications or molecules that are for Research Use Only.

sgRNA at 955 Charter Street, Redwood City, California ("GMP Factory 2"). The GMP Factory 2 facility features temperature-controlled storage for raw materials, unidirectional flow of labs and staff processes to eliminate cross-contamination risks, dedicated synthesis suites and purification labs and suite reservation capacity for multi-gram scale projects. The Company also conducts RUO and INDe[4] product manufacturing at a 9,600 square foot facility located at 3696 Haven Avenue, Suite A, also in Redwood City (GMP Factory 1), as well as a 11,300 square foot facility containing instruments to support the INDe manufacturing line in Suite C at the same address.

F. Litigation

23. As of the Petition Date, the Company is involved in one piece of major litigation. On October 5, 2021, Synthego filed a complaint in the United States District Court for the Northern District of California against Agilent Technologies, Inc. ("Agilent"), for a declaratory judgement of non-infringement (Case No.: 3:21-cv-07801, the "Synthego DJ Action") of U.S. Patent No. 10,900,034 and U.S. Patent No. 10,337,001 (collectively, the "Agilent Patents").

24. Agilent filed a complaint (Case number DDE-1-99-cv-de206-1) against Synthego alleging patent infringement of the Agilent Patents in the United States District Court for the District of Delaware (the "Agilent Action"). The Synthego DJ Action and Agilent Action have been joined and are currently stayed.

25. Synthego filed a petition with the Patent Trial and Appeal Board (the "PTAB") for inter partes review (the "IPR") to review the patentability of all claims in the Agilent Patents. The PTAB ruled in favor of Synthego's petition seeking to invalidate the 001 and 034 patents and that

[4] IND is a common industry term used to refer to an Initial Drug Application. "INDe" refers to IND-enabling preclinical research and studies that are relevant to obtaining the necessary data for an IND.

decision in on appeal. Oral arguments were held before a three-judge panel at the Federal Circuit on March 7, 2024, and the Company presently is awaiting a decision.

G. Leadership Team

26. In addition to me, the Company's leadership team includes:

- Jason Miller (Chief Commercial Officer): Mr. Miller's experience includes 17 years at Promega Corporation.
- Stephanie Adamany (Chief Legal Officer): Ms. Adamany has two decades of legal experience focused on corporate, patent, trademark, and copyright, with an emphasis on IP transactions patent litigation, prosecution, and governance matters.
- Marjan Varedi (Chief Operations Officer): Prior to Synthego, Ms. Varedi was leading Quality Assurance and Validation as Sr. Director at Revance, where she managed and hosted FDA pre-license inspection, Biologics License Application approval, and commercial launch of a new product.
- Sameer Moorji (Vice President, Global Sales): Mr. Moorji has over ten years of experience leading high-performance sales teams. He recently headed a new business unit at Promega Corporation.
- Greg Huegerich (Vice President, Marketing): Mr. Huegerich has experience in web and digital channels, including with Promega in the life sciences market.
- Stephen Dudek (Vice President, Technology): Mr. Dudek leads teams of development chemists, process engineers, analytical chemists, and data scientists in deploying several complex chemical production lines.

27. The Company's current Board of Directors includes, in addition to myself, the following independent directors who also comprise the Restructuring Committee of the Board:

- Craig Barbarosh
- Robert Warshauer
- John T. Young

28. On March 20, 2025, I executed a Promissory Note (the "Note"), evincing a loan provided to me by the Company's senior secured lender, Perceptive Credit Holdings III, LP ("Perceptive"), in the amount of $1.5 million, in order to retain my continued service as CEO of the Company. The Note bears interest at a rate of 5.43% per year and matures upon the earliest of (a)

September 20, 2026, (b) my resignation other than for a Good Reason (as defined in the Note), and (c) my termination for Cause (as defined in the Note). As a result of this transaction, I have recused, and will continue to recuse, myself from all matters considered by the Company's Board of Directors involving Perceptive and the sale process. The Restructuring Committee, which is composed of experienced restructuring advisors, will handle those matters and will supervise and direct our Chief Restructuring Officer on all matters related to the restructuring.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: May 5, 2025

/s/ Craig Christianson
Craig Christianson
President and Chief Executive Officer