
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

GINKGO BIOWORKS HOLDINGS, INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Notice of 2025 Annual Meeting of Shareholders & Proxy Statement



Notice of 2025 Annual Meeting of Shareholders & Proxy Statement

Thursday, June 12, 2025
8:00 a.m. Eastern Time

Virtual Meeting Site: www.virtualshareholdermeeting.com/DNA2025

To Our Shareholders:

We welcome you to attend our 2025 Annual Meeting of Shareholders on Thursday, June 12, 2025, at 8:00 a.m. Eastern Time. To allow for participation by all of our shareholders, regardless of their geographic location, the meeting will be virtual-only, with no on-site location. Shareholders who hold shares as of the record date will be able to participate in the virtual meeting online and vote their shares electronically by visiting www.virtualshareholdermeeting.com/DNA2025. We encourage you to vote your shares before the Annual Meeting.

The proxy statement accompanying this letter describes the business we will consider at the meeting and is being distributed and made available on or about April 29, 2025. Please read the proxy statement and arrange for your shares to be voted. Regardless of the number of shares you own, your vote is important. You will find instructions for online and telephone voting included on your proxy card(s) and in the attached notice. If you received paper copies of our proxy materials, you can vote by mail by returning your completed and signed proxy card(s).

Thank you for your continued support of Ginkgo.

Sincerely,



JASON KELLY
CEO, GINKGO BIOWORKS

NOTICE OF 2025 ANNUAL MEETING OF SHAREHOLDERS



Date and Time

Thursday, June 12, 2025

8:00 a.m., Eastern Time



Virtual Meeting Site

www.virtualshareholdermeeting.com/DNA2025

Items of Business:

Our Board of Directors Recommends You Vote:

To elect the seven director nominees named in the Proxy Statement to serve until the next Annual Meeting of Shareholders or until their respective successors are elected and qualified

FOR the election of
each director nominee

To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025

FOR the ratification
of the appointment

To conduct an advisory vote to approve executive compensation

FOR approval of the executive compensation

To transact such other business as may properly come before the meeting or any adjournment or postponement thereof

The Board of Directors has fixed Thursday, April 17, 2025 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors

Karen Tepichin
General Counsel and Secretary
Boston, Massachusetts

Important Notice Regarding the Availability of Proxy Materials for the Ginkgo Bioworks Holdings, Inc. Shareholder Meeting to be Held on Thursday, June 12, 2025. *The Proxy Statement and our 2024 Annual Report* are available at www.proxyvote.com.

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SAFE HARBOR STATEMENT

This document includes forward-looking statements within the meaning of the federal securities laws, including statements regarding our plans, strategies, current expectations, operations and anticipated results of operations, both business and financial, all of which are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, market trends, or industry results to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical or current facts, including statements regarding our environmental and other sustainability plans and goals, made in this document are forward-looking. We use words such as “anticipates”, “believes”, “expects”, “future”, “intends”, and similar expressions to identify forward-looking statements. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Actual results could differ materially for a variety of reasons. You should carefully consider the risks and uncertainties described in the “Risk Factors” section of Ginkgo’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 25, 2025 and other documents filed by Ginkgo from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Ginkgo assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Ginkgo does not give any assurance that it will achieve its expectations. Website references throughout this document are provided for convenience only, and the content on the referenced websites is not incorporated by reference into this document.

GINKGO BIOWORKS HOLDINGS, INC.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

To Be Held on Thursday, June 12, 2025

ANNUAL MEETING INFORMATION

General

The enclosed proxy is solicited by the Board of Directors (the “Board”) of Ginkgo Bioworks Holdings, Inc. (“Ginkgo” or the “Company”) for the Annual Meeting of Shareholders to be held at 8:00 a.m., Eastern Time, on Thursday, June 12, 2025, and any adjournment or postponement thereof. We will conduct a virtual online Annual Meeting this year, so our shareholders can participate from any geographic location with Internet connectivity. We believe this enhances accessibility to our Annual Meeting for all of our shareholders. Shareholders may participate in the Annual Meeting at www.virtualshareholdermeeting.com/DNA2025 and may submit questions during or in advance of the Annual Meeting. Our principal offices are located at 27 Drydock Avenue, 8th Floor, Boston, Massachusetts 02210. This Proxy Statement is first being made available to our shareholders on or about April 29, 2025.

Outstanding Securities and Quorum

Only holders of record of our Class A common stock, par value \$0.0001 per share (“Ginkgo Class A common stock”), and Class B common stock, par value \$0.0001 per share (“Ginkgo Class B common stock” and, together with the Ginkgo Class A common stock, the “common stock”), at the close of business on Thursday, April 17, 2025, the record date, will be entitled to notice of, and to vote at, the Annual Meeting. Holders of our Class C common stock, par value \$0.0001 per share (“Ginkgo Class C common stock”) have no voting rights (except as otherwise expressly provided in our amended and restated certificate of incorporation (the “Charter”) or required by applicable law). On the record date, we had 45,956,669 shares of Ginkgo Class A common stock and 9,191,867 shares of Ginkgo Class B common stock outstanding and entitled to vote. Each holder of record of shares of Ginkgo Class A common stock on that date will be entitled to one vote for each share held on all matters to be voted upon by holders of Ginkgo Class A common stock at the Annual Meeting. Each holder of record of shares of Ginkgo Class B common stock on that date will be entitled to ten votes for each share held on all matters to be voted upon at the Annual Meeting. For so long as the outstanding shares of Ginkgo Class B common stock represent at least 2% of all outstanding shares of Ginkgo Class A common stock, Ginkgo Class B common stock and Ginkgo Class C common stock, the holders of Ginkgo Class B common stock, voting separately as a class, shall be entitled to nominate and elect a number of directors equal to one-quarter of the total number of directors of the Company (the “Class B Directors”). Other than the election of Class B Directors, which will be voted on only by holders of Ginkgo Class B common stock

voting separately as a class, the holders of Ginkgo Class A common stock and the holders of Ginkgo Class B common stock will vote on all matters to be voted on at the Annual Meeting, voting together as a single class. A majority of the common stock votes entitled to be cast at the Annual Meeting, present in person (including present by remote communications) or represented by proxy, constitutes a quorum for the transaction of business at the Annual Meeting. Where a separate vote by class is required on a matter, the holders of a majority in voting power of such class issued and outstanding and entitled to vote, present in person (including present by remote communication) or represented by proxy, shall constitute a quorum for such matter. Abstentions and broker non-votes will be included in determining the presence of a quorum for the Annual Meeting.

Internet Availability of Proxy Materials

We are furnishing proxy materials to our shareholders via the Internet by mailing a Notice of Internet Availability of Proxy Materials, instead of mailing or emailing copies of those materials. The Notice of Internet Availability of Proxy Materials directs shareholders to a website where they can access our proxy materials, including our proxy statement and our annual report, and view instructions on how to vote via the Internet, mobile device, or by telephone. If you received a Notice of Internet Availability of Proxy Materials and would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

We encourage you to register to receive all future shareholder communications electronically, instead of in print. This means that access to the annual report, proxy statement, and other correspondence will be delivered to you via email.

Proxy Voting

Shares that are properly voted via the Internet, mobile device, or by telephone or for which proxy cards are properly executed and returned will be voted at the Annual Meeting in accordance with the directions given or, in the absence of directions, will be voted in accordance with the Board's recommendations as follows: "FOR" the election of each of the nominees to the Board named herein; "FOR" the ratification of the appointment of our independent registered public accounting firm; and "FOR" the approval of executive compensation. It is not expected that any additional matters will be brought before the Annual Meeting, but if other matters are properly presented, the persons named as proxies in the proxy card(s) or their substitutes will vote in their discretion on such matters.

Voting via the Internet, mobile device, or by telephone helps save money by reducing postage and proxy tabulation costs. To vote by any of these methods, read this Proxy Statement, have your Notice of Internet Availability of Proxy Materials, proxy card(s), or voting instruction form in hand, and follow the instructions below for your preferred method of voting. Each of these voting methods is available 24 hours per day, seven days per week.

We encourage you to cast your vote by one of the following methods:



VOTE BY INTERNET

Shares Held of Record:
<http://www.proxyvote.com>

Shares Held in Street Name:
*See Notice of Internet
Availability or Voting
Instruction Form*



VOTE BY QR CODE

Shares Held of Record:
See Proxy Card(s)

Shares Held in Street Name:
*See Notice of Internet
Availability or Voting
Instruction Form*



VOTE BY TELEPHONE

Shares Held of Record:
800-690-6903

Shares Held in Street Name:
See Voting Instruction Form

The manner in which your shares may be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by certificates or book entries in your name so that you appear as a shareholder on the records of Computershare, our stock transfer agent, you may vote by proxy, meaning you authorize individuals named in the proxy card(s) to vote your shares. If you have received paper copies of our proxy materials, are voting by mail, and have received a proxy card for Class A common stock and a proxy card for Class B common stock, you must sign and return both proxy cards in accordance with their respective instructions or submit a proxy, via the Internet, mobile device or telephone, with respect to both Class A common stock and Class B common stock in order to ensure the voting of the shares of each class owned. You also may participate in and vote during the Annual Meeting. If you own common stock of record and you do not vote by proxy or at the Annual Meeting, your shares will not be voted.

If you own shares in street name, meaning that your shares are held by a bank, brokerage firm, or other nominee, you may instruct that institution on how to vote your shares. You may provide these instructions by voting via the Internet, mobile device, by telephone, or (if you have received paper copies of proxy materials through your bank, brokerage firm, or other nominee) by returning a voting instruction form received from that institution. You also may participate in and vote during the Annual Meeting. If you own common stock in street name and do not either provide voting instructions or vote during the Annual Meeting, the institution that holds your shares may nevertheless vote your shares on your behalf with respect to the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025, but cannot vote your shares on any other matters being considered at the meeting.

Voting Standard

The affirmative vote of a plurality of the outstanding shares of the Ginkgo Class B common stock cast present or represented by proxy and entitled to vote on the election is required to elect Jason Kelly and Reshma Shetty, the Class B Directors, to the Board. The affirmative vote of a plurality of the common stock votes cast (voting together as a single class) present or represented by proxy and entitled to vote on the election is required to elect the other five nominees for director to the Board. Abstentions and broker non-votes will have no effect on the outcome of the election. Broker non-votes occur when a person holding shares in street name, such as through a brokerage firm, does not provide instructions as to how to vote those shares and the broker does not then vote those shares on the shareholder's behalf.

For all other matters proposed for a vote at the Annual Meeting, the affirmative vote of a majority of the votes of the outstanding shares of common stock cast present or represented by proxy and entitled to vote on the matter is required to approve the matter, with holders of Ginkgo Class A common stock and holders of Ginkgo Class B common stock voting together as a single class. For these matters, broker non-votes, if any, and abstentions will not be treated as votes cast and, therefore, will have no effect on the outcome of the votes. A broker non-vote occurs when shares held by a broker are not voted with respect to a particular proposal because the broker does not have discretionary authority to vote on the matter and has not received voting instructions from its clients. If your broker holds your shares in its name and you do not instruct your broker how to vote, your broker will only have discretion to vote your shares on "routine" matters. Where a proposal is not "routine," a broker who has not received instructions from its clients does not have discretion to vote its clients' uninstructed shares on that proposal. Because Proposal 2 is considered a routine matter, your broker will have discretionary authority to vote on this matter.

Revocation

If you own common stock of record, you may revoke your proxy or change your voting instructions at any time before your shares are voted at the Annual Meeting by delivering to the Secretary of Ginkgo a written notice of revocation or a duly executed proxy (via the Internet, mobile device, telephone or by returning your proxy card(s)) bearing a later date or by participating in and voting during the Annual Meeting. A shareholder owning common stock in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the shares or by participating in and voting during the Annual Meeting.

Participating in the Annual Meeting

This year's Annual Meeting will be accessible through the Internet. We are conducting a virtual online Annual Meeting so our shareholders can participate from any geographic location with Internet connectivity. We believe this enhances accessibility to our Annual Meeting for all of our shareholders.

You are entitled to participate in the Annual Meeting if you were a shareholder as of the close of business on Thursday, April 17, 2025, the record date, or hold a valid proxy for the meeting. To participate in the Annual Meeting, including to vote and to view the list of registered shareholders as of the record date during the meeting, shareholders of record must access the meeting website at www.virtualshareholdermeeting.com/DNA2025 and enter the 16-digit control number found on the Notice of Internet Availability of Proxy Materials or on the proxy card(s) provided to you with this Proxy Statement, or that is set forth within the body of the email sent to you with the link to this Proxy Statement. If your shares are held in street name and your Notice of Internet Availability of Proxy Materials or voting instruction form indicates that you may vote those shares through the www.proxyvote.com website, then you may access, participate in, and vote at the Annual Meeting with the 16-digit control number indicated on that Notice of Internet Availability of Proxy Materials or voting instruction form. Otherwise, shareholders who hold their shares in street name should contact their bank, broker, or other nominee and obtain a “legal proxy” in order to be able to attend, participate in, or vote at the Annual Meeting.

Regardless of whether you plan to participate in the Annual Meeting, it is important that your shares be represented and voted at the Annual Meeting. Accordingly, we encourage you to vote in advance of the Annual Meeting.

Shareholders are able to submit questions for the Annual Meeting’s question and answer session during the meeting through www.virtualshareholdermeeting.com/DNA2025. Shareholders who have been provided or obtained a 16-digit control number may submit a question in advance of the meeting at www.proxyvote.com after logging in with that control number. Additional information regarding the rules and procedures for participating in the Annual Meeting (including any adjournment thereof) will be set forth in our meeting rules of conduct, which shareholders can view during the meeting at the meeting website or during the ten days prior to the meeting at www.proxyvote.com.

We encourage you to access the Annual Meeting before it begins. Online check-in will be available at 7:45 a.m., Eastern Time, approximately 15 minutes before the meeting starts on Thursday, June 12, 2025. There will be technicians available to assist you.

ITEM 1 – ELECTION OF DIRECTORS

The Board, based on the recommendation of the Nominating and Corporate Governance Committee, proposed that the following seven nominees be elected at the Annual Meeting, each of whom will hold office until the next Annual Meeting of Shareholders or until his or her successor shall have been elected and qualified:

- Ross Fubini
- Christian Henry
- Jason Kelly
- Sri Kosuri
- Shyam Sankar
- Reshma Shetty
- Harry E. Sloan

Each of the seven nominees are currently directors of Ginkgo. Of the seven nominees, Jason Kelly and Reshma Shetty have been designated as the two nominees to be elected by holders of the Ginkgo Class B common stock, voting as a separate class. The remaining five nominees are to be elected by holders of Ginkgo Class A common stock and holders of Ginkgo Class B common stock, voting together as a single class. Dr. Kathy Hopinkah Hannan and Ms. Myrtle Potter are not standing for re-election to the Board of Directors at the Annual Meeting and their terms as a director will expire at the Annual Meeting. Dr. Hannan's term as a member of the Audit Committee and Nominating and Corporate Governance Committee and Ms. Potter's term as a member of the Audit Committee will also expire at the Annual Meeting. Biographical and related information on each nominee is set forth below.

The Board expects that the seven nominees will be available to serve as directors. However, if any of them should be unwilling or unable to serve, the Board may decrease the size of the Board or may designate substitute nominees, and the proxies will be voted in favor of any such substitute nominees. The Board expects to decrease the size of the Board from nine directors to seven directors immediately following the Annual Meeting upon the completion of Dr. Hannan's and Ms. Potter's terms.

**The Board of Directors recommends
a vote “FOR” each nominee.**

Board of Directors Information

In evaluating the nominees for the Board, the Board and the Nominating and Corporate Governance Committee took into account the qualities they seek for directors, and the directors' individual qualifications, skills, and background that enable the directors to effectively and productively contribute to the Board's oversight of Ginkgo, as discussed below in each biography and under "Director Nominee Tenure, Skills, and Characteristics." When evaluating re-nomination of existing directors, the committee also considers the nominees' past and ongoing effectiveness on the Board and their independence.

Biographical Information of Director Nominees

Jason Kelly

Chief Executive Officer and
Founder of Ginkgo

Background

Dr. Kelly, one of our Founders, has been Ginkgo's Chief Executive Officer since 2008 and is a member of Ginkgo's Board. Dr. Kelly previously served as a director of CM Life Sciences II Inc. (Nasdaq: CMII), a special purpose acquisition company with a focus on the life sciences sector in 2021. Dr. Kelly has a Ph.D. in Biological Engineering and a B.S. in Chemical Engineering and Biology from the Massachusetts Institute of Technology.

Qualifications and Skills

We believe that Dr. Kelly is qualified to serve on our Board as a Founder and due to his knowledge of our company and our business.

Age: 44

Board committees: None

Other current public company boards: None

Director since: 2008

Reshma Shetty

President, Chief Operating
Officer and Founder of
Ginkgo

Background

Dr. Shetty, one of our Founders, has been Ginkgo's President and Chief Operating Officer since 2008 and is a member of Ginkgo's Board. Dr. Shetty has a Ph.D. in Biological Engineering from the Massachusetts Institute of Technology and a B.S. in Computer Science from the University of Utah.

Qualifications and Skills

We believe that Dr. Shetty is qualified to serve on our Board as a Founder and due to her knowledge of our company and our business.

Age: 44

Board committees: None

Other current public company boards: None

Director since: 2008

Ross Fubini

Founder and Managing Director of XYZ
Venture Capital

Background

Ross Fubini founded XYZ Venture Capital, a venture capital investment firm focused on startups across various sectors, in 2017, and serves as Managing Director. Mr. Fubini was an early stage investor in defense tech leader Anduril, cloud-based building security breakout Verkada, and modern insurance brokerage Newfront. Mr. Fubini also sits on multiple private company boards including Sardine and Legion Technologies. Mr. Fubini served as a director of Home Plate Acquisition Corp. from 2021-2023.

Prior to XYZ, Mr. Fubini co-founded Village Global and was an investor at both Canaan and Kapor Capital. He has held numerous operating roles, including CTO and co-founder of CubeTree, which was sold to SuccessFactors in 2010, as well as led engineering divisions at Symantec and Plumtree Software.

Mr. Fubini has advised and invested in over 200 companies across a range of stages and industries. Since 2010, Mr. Fubini has been involved with supporting executive teams to grow and scale revenue.

Qualifications and Skills

We believe that Mr. Fubini is qualified to serve on our Board due to his extensive expertise and track record in advising high-growth tech companies.

Age: 49	Board committees: Compensation	Other current public company boards: None
Director since: 2024		

Christian Henry

President and Chief
Executive Officer of Pacific
Biosciences of California,
Inc.

Background

Mr. Henry has served as President and Chief Executive Officer of Pacific Biosciences of California, Inc., a leading sequencing company, since September 2020. From 2005 to January 2017, Mr. Henry was a member of the executive team of Illumina, Inc., a global leader in sequencing. During this tenure at Illumina, he served in a number of roles, including Executive Vice President & Chief Commercial Officer, Senior Vice President of Genomic Solutions, Senior Vice President and General Manager of Life Sciences and Senior Vice President and Chief Financial Officer. Prior to joining Illumina in 2005, Mr. Henry served as the Chief Financial Officer of Tickets.com, Inc. from 2003 to 2005. From 1999 to 2003, Mr. Henry served as Vice President, Finance and Corporate Controller of Affymetrix, Inc. (acquired by Thermo Fisher Scientific in 2016). In 1997, Mr. Henry joined Nektar Therapeutics (formerly Inhale Therapeutic Systems, Inc.) as Corporate Controller, and later as its Chief Accounting Officer from 1997 to 1999. In 1996, Mr. Henry served as General Accounting Manager of Sugan, Inc. Mr. Henry began his career in 1992 at Ernst & Young LLP, where he was a Senior Accountant through 1996. Mr. Henry currently serves as a director and Chairman of the board of WAVE Life Sciences Ltd. Mr. Henry previously served as Chairman of the board of Pacific Biosciences of California, Inc. from August 2018 to September 2020 and currently serves as a director. He previously served as a director of CM Life Sciences III Holdings LLC from April 2021 through December 2021. Mr. Henry holds a B.A. in biochemistry and cell biology from the University of California, San Diego and an M.B.A., with a concentration in finance, from the University of California, Irvine.

Qualifications and Skills

We believe that Mr. Henry is qualified to serve on our Board due to his over 20 years of experience in growing companies in the life sciences industry.

Age: 57

Director since: 2016

Board committees: Audit and Compensation

Other current public company boards:
WAVE Life Sciences Ltd., Pacific
Biosciences of California, Inc.

Sri Kosuri

Chief Executive Officer of Octant, Inc.

Background

Dr. Kosuri has been the chief executive officer of Octant, Inc. ("Octant"), a private, drug discovery company based in Emeryville, California since 2019. He was previously an associate professor at UCLA in the Chemistry and Biochemistry Department where his lab developed technologies in synthetic biology, genomics, and biochemistry. Dr. Kosuri previously worked at the Wyss Institute at Harvard University, where he built numerous technologies in gene synthesis, DNA information storage, gene editing, and large-scale multiplexed assays. He helped build Gen9, a gene synthesis company later acquired by the Company in 2017, as a member of its scientific advisory board and helped start Joule Unlimited, an engineered algae-to-biofuel company. He is a Searle Scholar (2015), an NIH New Innovator (2014), and received his Doctor of Science in Biological Engineering at MIT and Bachelor of Science in Bioengineering at UC Berkeley.

Qualifications and Skills

We believe that Dr. Kosuri is qualified to serve on our Board due to his expertise and deep knowledge of the life sciences tools business.

Age: 45	Board committees: None	Other current public company boards:
Director since: 2024		None

Shyam Sankar

Chief Technology Officer and
Executive Vice President at
Palantir Technologies Inc.

Background

Shyam Sankar is chair of Ginkgo's Board. Mr. Sankar is the Chief Technology Officer and Executive Vice President at Palantir Technologies Inc., where he has worked in various positions since 2006. Prior to his time at Palantir, Mr. Sankar served as the Vice President of Network Management and Director of Business Development for Xoom Corporation. Mr. Sankar has a deep operational background overseeing the development of complex technology from near inception to massive scale. Mr. Sankar received his M.S. in management science and engineering from Stanford University and his B.S. in electrical and computer engineering from Cornell University.

Qualifications and Skills

We believe that Mr. Sankar is qualified to serve on our Board due to his business acumen, leadership experience, and operational background, having overseen the development and expansion of a software company from its near inception through its public listing.

Age: 43

Director since: 2015

Board committees: Compensation
and Nominating & Corporate Governance

**Other current public company
boards:** None

Harry E. Sloan

Chairman and Chief
Executive Officer of Eagle
Equity Partners II, LLC

Background

Mr. Sloan is a founder, former public company CEO and a leading investor in the media, entertainment and technology industries. Mr. Sloan is the Chairman and CEO of Eagle Equity Partners II, LLC. Under Mr. Sloan's leadership, the company has acquired and taken public, through SPACs, several digital media companies including, during 2020, DraftKings and mobile gaming company Skillz. Mr. Sloan has been at the forefront and evolution of the video gaming industry as one of the founding investors and a Board Member of Zenimax/Bethesda Game Studios, the awarding winning studio acquired by Microsoft in March 2021. Mr. Sloan co-founded Soaring Eagle Acquisition Corp. (Nasdaq: SRNGU), which raised \$1.725 billion in its IPO in February 2021 and three months later announced its business combination with Boston-based Ginkgo Bioworks, Inc. In January 2022, Mr. Sloan and his partners launched Screaming Eagle Acquisition Corp. With a closing of its initial public offering of 75,000,000 units, at a price of \$10 per unit, Screaming Eagle is the largest IPO of a public acquisition vehicle since March 2021. Earlier in his career, Mr. Sloan was Chairman and CEO of MGM Studios and founded and led two public companies in the entertainment media arena, New World Entertainment and SBS broadcasting, S.A., one of Europe's largest broadcasters. Mr. Sloan is an Associate Professor at the University of California at Los Angeles's (UCLA) Anderson School of Management and serves on the UCLA Anderson School of Management Board of Visitors and the Executive Board of UCLA Theatre, Film and Television. Mr. Sloan has served as a director of Lions Gate Entertainment Corporation since December 2021 and DraftKings Inc. since April 2020. He was a director of Skillz, Inc. from December 2020 to August 2022, Soaring Eagle Acquisition Corp. from October 2020 until September 2021, Flying Eagle Acquisition Corp. from March 2020 until December 2020 and Diamond Eagle Acquisition Corp. from May 2019 until April 2020. Mr. Sloan is also a Trustee of The McCain Institute. Mr. Sloan received his B.A. degree from UCLA and J.D. degree from Loyola Law School.

Qualifications and Skills

We believe that Mr. Sloan is qualified to serve on Board due to his public company experience, including with other similarly structured, previously blank check companies, business leadership, operational experience and contacts.

Age: 75

Board committees: Audit

Director since: 2021

Other current public company
boards: Lions Gate Entertainment
Corporation, DraftKings Inc., and
Screaming Eagle Acquisition Corp.

Biographical Information of Directors Not Standing for Re-Election

Kathy Hopinkah Hannan
Former Senior Partner, KPMG LLP

Background
Dr. Hannan is a retired senior partner from KPMG LLP, where she held numerous leadership roles including her roles as Vice Chair, National Managing Partner and Global Lead Partner. She has extensive governance experience through her corporate board roles with Annaly Capital Management (NYSE: NLY) and Otis Worldwide Corporation (NYSE: OTIS), and her previous service at Carpenter Technology Corporation (NYSE: CRS), as well as her former roles as Chair of the Board of Trustees for the Smithsonian National Museum of the American Indian and Chair of the Board of Directors of Girl Scouts of the USA. She also holds a CERT Certificate in Cybersecurity Oversight and is a Certified Public Accountant. A member of the Ho-Chunk Nation, Dr. Hannan served as a commissioner for the Tribal Employment Rights Office and was a presidential appointee to the National Advisory Council on Indian Education. She also served as a member of the Committee to establish the Board of Directors for the Ho-Chunk Tribe's corporation under Section 17 of the Indian Reorganization Act. She earned her Bachelor degree in Accounting and Political Science from Loras College and a PhD in Leadership Studies from Benedictine University.

Qualifications and Skills
We believe that Dr. Hannan is qualified to serve on our Board due to her over 30 years of experience as a senior C-Suite executive, corporate advisor, independent board director and strategist.

Age: 63	Board committees: Audit and Nominating & Corporate Governance	Other current public company boards: Annaly Capital Management, Inc. and Otis Worldwide Corporation
Director since: 2022		

Myrtle Potter
Chief Executive Officer of Myrtle Potter
& Company, LLC

Background
Ms. Potter currently serves as the Chief Executive Officer of Myrtle Potter & Company, LLC, a life sciences advisory firm. Prior to this she served as President, Chief Executive Officer and Chairperson of the Board of Sumitomo Pharma America, Inc., from July 2023 to April 2024, which was formed through the consolidation of eight U.S. biopharmaceutical companies. Ms. Potter also served as the Chief Executive Officer of Sumitovant Biopharma, Inc., the parent company of five biotechnology subsidiaries, from December 2019 to June 2023. Prior to this, she served as Vant Operating Chair at Roivant Sciences, Inc. from July 2018 to December 2019, where she oversaw thirteen biopharmaceutical companies with over thirty investigational drugs in eleven therapeutic areas. As Chief Executive Officer of Myrtle Potter & Company, LLC, Ms. Potter and her hand-picked team of experts led major strategic efforts and the preparation for multiple product launches for numerous biopharmaceutical companies. From 2000 to 2004, Ms. Potter served as Chief Operating Officer at Genentech, Inc., a biopharmaceutical company, and from 2004 to 2005, she served as the President, Commercial Operations and Executive Vice President of Genentech. Prior to joining Genentech, she held various positions, including President, U.S. Cardiovascular/Metabolics at Bristol-Myers Squibb, and Vice President at Merck & Co. While at Merck, she started the company Astra Merck, Inc. which later, through a series of transactions, became a part of AstraZeneca PLC. Ms. Potter currently serves on the Boards of Directors of Guardant Health Inc. and Liberty Mutual Holding Company, Inc. and the Board of Trustees of The University of Chicago. She has previously served on the Boards of Directors of Myovant Sciences, Ltd. from September 2018 to March 2023, Urovant Sciences Ltd. from July 2018 to March 2021, Axsome Therapeutics, Inc. from June 2017 to June 2020, Immunovant, Inc. from June 2019 to February 2020, Axovant Gene Therapies, Ltd. from September 2018 to February 2020, and Arbutus Biopharma, Inc. from October 2018 to February 2020, and Amazon.com, Inc. Ms. Potter holds a Bachelor of Arts Degree from The University of Chicago.

Qualifications and Skills
We believe that Ms. Potter is qualified to serve on our Board due to her expertise and deep knowledge of AI in the biotechnology industry and her extensive experience serving on boards of public companies.

Age: 66
Director since: 2024

Board committees: Audit

Other current public company boards:
Guardant Health, Inc.

Director Nominee Tenure, Skills, and Characteristics

The Nominating and Corporate Governance Committee annually reviews the tenure, performance, and contributions of existing Board members to the extent they are candidates for re-election, and considers all aspects of each candidate's qualifications and skills in the context of the Company's needs at that point in time, and, as stated in the Nominating and Corporate Governance Committee Charter, as well as Ginkgo's Corporate Governance Guidelines, seeks out candidates with an ability to bring diverse perspectives to the Board. The Nominating and Corporate Governance Committee is committed to actively seeking out highly qualified individuals from underrepresented groups to include in the pool from which new Board candidates are chosen. Currently, of our seven director nominees, one is a woman, two are from an underrepresented racial/ethnic group, and two have served for less than five years. Our Board's composition also represents a balanced approach to director tenure, allowing the Board to benefit from the experience of longer-serving directors combined with fresh perspectives from newer directors. The tenure range of our director nominees is as follows:

Tenure on Board	Number of Director Nominees
<5 Years	Two
5-10 Years	Three
10+ Years	Two

Corporate Governance

Board Leadership

The Board is responsible for the control and direction of the Company. The Board represents the shareholders, and its primary purpose is to build long-term shareholder value. The Chair of the Board is selected by the Board and currently is Shyam Sankar. Jason Kelly, Ginkgo's Chief Executive Officer and Founder, and Reshma Shetty, Ginkgo's President, Chief Operating Officer and Founder, currently serve on the Board. The guidance and direction provided by the Chair of the Board reinforce the Board's oversight of management and contribute to communication among members of the Board. The Board believes that this leadership structure is appropriate given Drs. Kelly and Shetty provide valuable insight to the Board due to the perspective and experience they bring as Founders and officers. The Board believes that this leadership structure improves the Board's ability to focus on key policy and operational issues and helps the Company operate in the long-term interests of shareholders.

Our Board recognizes that circumstances may change such that a different structure may be warranted to support the Company's needs. As a result, the Board periodically reviews the Board's leadership structure and its appropriateness, given the needs of the Board and the Company at such time.

Communications with the Board

We provide a process for all interested parties to send communications to the Board through the email address investors@ginkgobioworks.com. Information regarding communications with the Board can be found on the Company's Investor Relations website at <https://investors.ginkgobioworks.com/governance>. The Secretary periodically will forward such communications or a summary to the Board or the Chair of the Board.

Risk Oversight

The Board has extensive involvement in the oversight of risk management related to Ginkgo and its business, while our management is responsible for day-to-day risk assessment and mitigation activities. While the Board retains overall responsibility for risk oversight, the Board has delegated categories related to certain risks to the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Audit Committee provides regular reporting to the Board and represents the Board by periodically reviewing Ginkgo's accounting, reporting and financial practices, including the integrity of its financial statements, the surveillance of administrative and financial controls and its compliance with legal and regulatory requirements. Through its regular meetings with management, including the finance, legal, internal audit, cybersecurity and information security and technology functions, the Audit Committee reviews and discusses all significant areas of Ginkgo's business and summarizes for the Board all areas of risk and the appropriate mitigating factors. The Compensation Committee is responsible for reviewing the risks associated with our overall compensation program, including our equity-based compensation plans, and is responsible for our executive officer and director compensation. The Nominating and Corporate Governance Committee is responsible for overseeing management of risks related to our corporate governance guidelines and code of business conduct and ethics, CEO succession planning and artificial intelligence ("AI") strategy and compliance. The Board reviews strategic and operational risk and receives regular reports on committee activities. In addition, the Board receives periodic detailed operating performance reviews from management.

Corporate Governance Documents

Please visit our investor relations website at <https://investors.ginkgobioworks.com/governance>, "Governance," for additional information on our corporate governance, including:

- the Code of Business Conduct and Ethics;
- the Corporate Governance Guidelines, which includes policies on director stock ownership guidelines and succession planning; and
- the charters approved by the Board for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee.

Ginkgo has also adopted an Insider Trading Compliance Policy governing the purchase, sale and/or other disposition of its securities by directors, officers and employees, or Ginkgo itself, that it believes is reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable New York Stock Exchange ("NYSE") listing standards.

Shareholder Engagement

Ginkgo is focused on building and maintaining understanding and trust with our shareholders and other interested parties. We seek to maintain direct, frequent, and thoughtful dialogue with our shareholders, irrespective of size. As a mission driven company, it is just as important to us that the public builds a broad understanding of the potential of synthetic biology as a large institutional investor and so we spend significant time engaging with individual retail investors. We utilize multiple mediums for our outreach and engagement including investor conferences, one-on-one meetings, public presentations, and social media to: (i) open and maintain direct lines of communication with our diverse shareholder base; (ii) communicate our story and business model; (iii) make accessible company information and performance; and (iv) gather questions and feedback.

Our discussions with shareholders and other interested parties cover a broad range of topics, including the synthetic biology ecosystem and Ginkgo's business model, business strategy, financial performance, corporate governance, and the environmental and social implications of our platform. We seek to engage with shareholders year-round on Ginkgo's vision and value creation opportunities. This direct dialogue with current and prospective shareholders and other interested parties has not only enabled Ginkgo to share our priorities and vision but also understand shareholder and other interested party feedback and concerns. These observations have helped us to refine our engagement with all interested parties and are conveyed to Ginkgo leadership, wherever applicable, so we can continue to improve.

Importantly, our employees as a group are currently our largest shareholder, and just as we spend time building an understanding of our value creation opportunities with institutional and retail investors, for instance, we directly engage with our employee shareholders as well. We believe a strong culture of employee ownership and engagement will help drive sustainable long-term value and so we seek to deeply engage our employee shareholders and help employees build a deep understanding of how their work creates real value. As an example of this, directly following our quarterly results calls, we host an open meeting for all employees of the Company to ask their questions about our results presentation.

Board Meetings and Committees

The Board meets regularly during the year and holds special meetings and acts by unanimous written consent whenever circumstances require. During 2024, our Board held 12 meetings. All incumbent directors attended at least 75% of the aggregate number of meetings of the Board and committees on which they served and which occurred during 2024.

The Board has established an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, each of which is comprised entirely of directors who meet the applicable independence requirements of the NYSE corporate governance standards.

The committees keep the Board informed of their actions and provide assistance to the Board in fulfilling its oversight responsibility to shareholders. The table below provides current membership information as well as meeting information for the last fiscal year.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Ross Fubini ¹		x	
Kathy Hopinkah Hannan ²	x		x
Christian Henry	x	x	
Myrtle Potter ³	x		
Shyam Sankar		x	x
Harry E. Sloan	x		
Total Meetings	7	5	4

¹ Ross Fubini was appointed to the Compensation Committee on August 2, 2024.

² Kathy Hopinkah Hannan served on the Compensation Committee until Mr. Fubini's appointment to the Compensation Committee on August 2, 2024. Dr. Hannan was appointed to the Nominating and Corporate Governance Committee on April 22, 2024. Dr. Hannan is not standing for re-election to the Board of Directors at the Annual Meeting and her term as a director and membership of the Audit Committee and the Nominating and Corporate Governance Committee will expire at the Annual Meeting.

³ Myrtle Potter was appointed to the Audit Committee on August 2, 2024. Ms. Potter is not standing for re-election to the Board of Directors at the Annual Meeting and her term as a director and membership of the Audit Committee will expire at the Annual Meeting.

The functions performed by these Committees, which are set forth in more detail in their charters, are summarized below.

Audit Committee

Ginkgo has an Audit Committee, consisting of Christian Henry, who serves as the chairperson, Myrtle Potter, Harry E. Sloan, and Kathy Hopinkah Hannan. Each of Messrs. Henry and Sloan, Ms. Potter and Dr. Hannan qualify as an independent director under the NYSE corporate governance standards and the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Board has determined that Mr. Henry qualifies as an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K and possesses financial sophistication, as defined under the rules of NYSE. Dr. Hannan and Ms. Potter are not standing for re-election to the Board of Directors at the Annual Meeting and their terms as directors and members of the Audit Committee will expire at the Annual Meeting. After the Annual Meeting, the Board expects Messrs. Henry, Fubini and Sloan to serve on the Audit Committee.

The purpose of the Audit Committee is to prepare the Audit Committee report required by the SEC to be included in Ginkgo's proxy statement and to assist the Board in overseeing and monitoring:

- (1) the quality and integrity of the financial statements;
- (2) compliance with legal and regulatory requirements;

- (3) Ginkgo's independent registered public accounting firm's qualifications and independence;
- (4) the performance of Ginkgo's internal audit function; and
- (5) the performance of Ginkgo's independent registered public accounting firm.

The Board has adopted a written charter for the Audit Committee, which is available on Ginkgo's website.

Compensation Committee

Ginkgo has a Compensation Committee, consisting of Shyam Sankar, who serves as the chairperson, Ross Fubini, and Christian Henry. Dr. Hannan served on the Compensation Committee until August 2, 2024. Each of Messrs. Sankar, Fubini, and Henry qualify as an independent director under the NYSE corporate governance standards. After the Annual Meeting, the Board expects Messrs. Sankar, Fubini and Henry to serve on the Compensation Committee.

The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to:

- (1) setting Ginkgo's compensation programs and the compensation of its executive officers and directors;
- (2) monitoring Ginkgo's incentive and equity-based compensation plans; and
- (3) preparing the Compensation Committee report required to be included in this proxy statement under the rules and regulations of the SEC.

In fulfilling its responsibilities, the Compensation Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Compensation Committee.

The Board has adopted a written charter for the Compensation Committee, which is available on Ginkgo's website.

For a description of the role of the executive officers in recommending compensation and the role of any compensation consultants, please see the sections entitled "Role of Management" and "Role of the Compensation Consultant" below.

Nominating and Corporate Governance Committee

Ginkgo has a Nominating and Corporate Governance Committee, consisting of Shyam Sankar, who serves as the chairperson, and Kathy Hopinkah Hannan. Each of Mr. Sankar and Dr. Hannan qualify as an independent director under the NYSE corporate governance standards. Dr. Hannan is not standing for re-election to the Board of Directors at the Annual Meeting and her term as a director and membership of the Nominating and Corporate Governance Committee will expire at the Annual Meeting. After the Annual Meeting, the Board expects Messrs. Sankar and Sloan and Dr. Kosuri to serve on the Nominating and Corporate Governance Committee.

The purpose of the Nominating and Corporate Governance Committee is to assist the Board in discharging its responsibilities relating to:

- (1) identifying individuals qualified to become new Board members, consistent with criteria approved by the Board;
- (2) reviewing the qualifications of incumbent directors to determine whether to recommend them for reelection and selecting, or recommending that the Board select, the director nominees for the next annual meeting of shareholders;
- (3) identifying Board members qualified to fill vacancies on any Board committee and recommending that the Board appoint the identified member or members to the applicable committee;
- (4) reviewing and recommending to the Board corporate governance principles applicable to Ginkgo;
- (5) overseeing the evaluation of the Board and management; and
- (6) handling such other matters that are specifically delegated to the committee by the Board from time to time.

The Board has adopted a written charter for the Nominating and Corporate Governance Committee, which is available on Ginkgo's website.

Policy Regarding Director Attendance at the Annual Meeting

Although we do not have a formal policy regarding attendance by members of our Board at the annual meetings of shareholders, we strongly encourage, but do not require, directors to attend. All nine directors then serving attended the 2024 Annual Meeting of Shareholders.

Director Nominations

The Nominating and Corporate Governance Committee considers candidates for director who are recommended by its members, by other Board members, by shareholders, and by management, as well as those identified by a third-party search firm retained to assist in identifying and evaluating possible candidates. The Nominating and Corporate Governance Committee evaluates director candidates recommended by shareholders in the same way that it evaluates candidates recommended by its members, other members of the Board, or other persons, as described above under "Director Nominee Tenure, Skills, and Characteristics." Shareholders wishing to submit recommendations for director candidates for consideration by the Nominating and Corporate Governance Committee must provide the following information in writing to the attention of the Secretary of Ginkgo by certified or registered mail:

- the name and address of the shareholder making the recommendation;
- the class, series, or number of shares of common stock owned of record or beneficially owned by the shareholder making the recommendation;
- a representation that the shareholder is a holder of record of stock entitled to vote at the meeting, will continue to be a shareholder of record of the Company entitled to vote at such meeting through the date of such meeting and intends to be present in person at the meeting (including present remotely for meetings held by remote communication);
- certain disclosable interests of the shareholder making the recommendation, as laid out in our Bylaws; and

- certain information about the candidate recommended by the shareholder, as laid out in our Bylaws.

To be considered by the Nominating and Corporate Governance Committee for the 2026 Annual Meeting of Shareholders, a director candidate recommendation must be received by the Secretary of Ginkgo no earlier than Thursday, February 12, 2026 and no later than Saturday, March 14, 2026. However, if we hold the 2026 Annual Meeting of Shareholders more than 30 days before, or more than 60 days after, the anniversary of the 2025 Annual Meeting date, then the information must be received no later than (i) the 90th day prior to the 2026 Annual Meeting date or (ii) the tenth day after public disclosure of the 2026 Annual Meeting date, whichever is later.

Our Bylaws provide a proxy access right for shareholders, pursuant to which a shareholder may include director nominees in our proxy materials for annual meetings of our shareholders. To be eligible to utilize these proxy access provisions, the shareholder, and such candidate for nomination, must satisfy the additional eligibility, procedural, and disclosure requirements set forth in our Bylaws.

In addition to satisfying the requirements under our Bylaws, shareholders who intend to solicit proxies in support of director nominees other than Ginkgo's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act (including a statement that such shareholder intends to solicit the holders of shares representing at least 67% of the voting power of Ginkgo's shares entitled to vote on the election of directors in support of director nominees other than Ginkgo's nominees) to comply with the universal proxy rules, which notice must be postmarked or transmitted electronically to Ginkgo at its principal executive offices no later than 60 calendar days prior to the anniversary date of the Annual Meeting (for the 2026 Annual Meeting, no later than Monday, April 13, 2026). However, if the date of the 2026 Annual Meeting is changed by more than 30 calendar days from the anniversary of the 2025 Annual Meeting, then notice must be provided by the later of 60 calendar days prior to the date of the 2026 Annual Meeting and the 10th calendar day following the day on which public announcement of the date of the 2026 Annual Meeting is first made.

We reserve the right to reject, rule out of order, or take other appropriate action with respect to any director nomination or shareholder proposal that does not comply with our Bylaws and other applicable requirements.

Compensation of Directors

Ginkgo has an annual compensation program for its non-employee directors pursuant to which the non-employee directors are entitled to cash and equity compensation in such amounts necessary to attract and retain non-employee directors who have the talent and skills to foster long-term value creation and enhance the sustainable development of the Company. The compensation payable under the program is intended to be competitive in relation to both the market in which the Company operates and the nature, complexity and size of Ginkgo's business.

Cash Compensation

Ginkgo's non-employee directors receive the following amounts for their services on the Board under the non-employee director compensation program. In April 2025, the Board adopted changes to director cash compensation, to become effective as of the Annual Meeting. The Board reviewed analysis performed by management comparing Ginkgo's non-employee director cash compensation to that of Ginkgo's 2025 peer group (the peer group is described in the "Compensation Discussion and Analysis — 2024 Peer Group" section of this Proxy Statement) and adopted changes to the non-employee director compensation policy to more closely align director cash compensation with the median of Ginkgo's 2025 peer group.

	2024	2025
Board member annual director fee	\$50,000	\$45,000
In the event that a director serves as lead independent director or chair or on a committee of the Board, an additional annual fee as follows:		
Chair of the Board	\$36,000	\$32,500
Lead independent director	\$25,000	\$25,000
Chair of the Audit Committee	\$20,000	\$20,000
Chair of the Compensation Committee	\$15,000	\$15,000
Chair of the Nominating and Corporate Governance Committee	\$10,000	\$10,000
Audit Committee member other than the chair	\$10,000	\$10,000
Compensation Committee member other than the chair	\$7,500	\$7,500
Nominating and Corporate Governance Committee member other than the chair	\$5,000	\$5,000

Director fees are payable in arrears in four equal quarterly installments, provided that the amount of each payment will be prorated for any portion of a calendar quarter that a non-employee director is not serving on the Board. The Board may permit non-employee directors to elect to receive equity compensation in lieu of cash compensation.

Equity Compensation

2024

As in effect in 2024 and until the Annual Meeting, Ginkgo's non-employee directors receive the following equity compensation for their services on the Board under the non-employee director compensation program.

- Generally, each non-employee director who is initially elected to the Board receives (i) an initial option to purchase shares of Ginkgo Class A common stock with a grant date fair value of \$400,000 (the "Initial Option"), (ii) an additional initial option to purchase shares of Ginkgo Class A common stock with a grant date fair value of \$200,000 (the "Additional Initial Option"), and (iii) a number of restricted stock units ("RSUs") determined by dividing \$200,000 by the closing price of a share of Ginkgo Class A common stock on the date of grant (the "Initial RSUs"). In the event that a non-

employee director's date of initial election does not occur on the same date as an annual meeting of shareholders, the value of the Additional Initial Option and the Initial RSUs will be prorated in accordance with the terms of the program.

- If a non-employee director has served on the Board as of the date of an annual meeting of shareholders and will continue to serve as a non-employee director immediately following such meeting, such non-employee director will receive (i) an option to purchase shares of Ginkgo Class A common stock with a grant date fair value of \$200,000 (the "Subsequent Option") and (ii) a number of RSUs determined by dividing \$200,000 by the closing price of a share of Ginkgo Class A common stock on the date of grant (the "Subsequent RSU Award").

Stock options granted under the program have an exercise price equal to the closing price of Ginkgo Class A common stock on the last market trading day prior to the date of grant and expire not later than ten years after the date of grant. Each Initial Option granted to a non-employee director will vest and become exercisable in substantially equal installments on each of the first three anniversaries of the date of grant. Each Additional Initial Option and the Initial RSUs granted to a non-employee director will vest and become exercisable, as applicable, in a single installment on the day before the next annual meeting of shareholders occurring after the date of the director's initial election or appointment to the Board. Each Subsequent Option and Subsequent RSU Award will vest and become exercisable, as applicable, in a single installment on the earlier of the first anniversary of the date of grant or the day before the next annual meeting of shareholders occurring after the date of grant. Vesting of the options and RSUs granted under the program is subject to the non-employee director's continued service through the applicable vesting date. In the event of a change in control of Ginkgo, the options and RSUs granted under the program will vest in full.

2025

In April 2025, the Board adopted changes to director equity compensation, to become effective as of the Annual Meeting. The Board reviewed analysis comparing Ginkgo's non-employee director equity compensation to that of Ginkgo's 2025 peer group (the peer group is described in the "Compensation Discussion and Analysis — 2024 Peer Group" section of this Proxy Statement) and adopted changes to the non-employee director compensation policy to more closely align the grant date value of director equity compensation with the median of Ginkgo's 2025 peer group. The changes are as follows:

- Generally, each non-employee director who is initially elected to the Board will receive an initial option to purchase shares of Ginkgo Class A common stock with a grant date fair value of \$500,000 (the "New Initial Option").
- If a non-employee director has served on the Board as of the date of an annual meeting of shareholders and will continue to serve as a non-employee director immediately following such meeting, such non-employee director will receive (i) an option to purchase shares of Ginkgo Class A common stock with a grant date fair value of \$275,000 (the "New Subsequent Option").
- Stock options granted under the program have an exercise price equal to the closing price of Ginkgo Class A common stock on the last market trading day prior to the date of grant and expire not later than ten years after the date of grant. Each option granted to a

non-employee director will vest and become exercisable in substantially equal installments on each of the first three anniversaries of the date of grant.

- In all cases, the fair market value of a share of Ginkgo Class A common stock on the option's grant date for purposes of calculating the number of shares of Ginkgo Class A common stock subject to such option shall in no event be less than \$8.00, regardless of the then-trading price of Ginkgo Class A common stock.

The following table sets forth information concerning the compensation of Ginkgo's non-employee directors for their service on the Board for the year ended December 31, 2024.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Total (\$)
Ross Fubini ⁽³⁾	30,550	200,000	600,000	830,550
Kathy Hopinkah Hannan ⁽⁴⁾	67,884	200,000	200,000	467,884
Christian Henry	77,500	200,000	200,000	477,500
Sri Kosuri ⁽⁵⁾	7,473	199,997	599,988	807,458
Myrtle Potter ⁽⁶⁾	31,576	200,000	600,000	831,576
Shyam Sankar	108,747	200,000	200,000	508,747
Harry E. Sloan	60,000	200,000	200,000	460,000
Arie Beldegrun ⁽⁷⁾	49,063	200,000	400,000	649,063
Marijn Dekkers ⁽⁸⁾	22,527	-	-	22,527
Reshma Kewalramani ⁽⁸⁾	27,033	-	-	27,033

(1) Amounts shown include annual fees earned for service on the Board and committees of the board.

(2) Amounts reflect the full grant date fair value of RSUs and options granted during 2024 computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures, rather than the amounts paid to or realized by the director. We provide information regarding the assumptions used to calculate the grant date fair value of all RSUs and options made to our directors in Note 13 to the consolidated financial statements included in our 2024 Annual Report on Form 10-K. For RSU awards, the grant date fair value was calculated by multiplying the closing price of the Company's Class A common stock on the grant date by the number of RSUs granted.

(3) Ross Fubini joined the Board on June 13, 2024 and was appointed to the Compensation Committee on August 2, 2024.

(4) Kathy Hopinkah Hannan stepped down from the Compensation Committee effective as of Ross Fubini's appointment to the Compensation Committee on August 2, 2024.

(5) Sri Kosuri joined the Board on November 6, 2024.

(6) Myrtle Potter joined the Board on June 13, 2024 and was appointed to the Audit Committee on August 2, 2024.

(7) Arie Beldegrun resigned from the Board on November 7, 2024. In connection with his resignation, the stock options and restricted stock awards granted to him in 2024 were forfeited.

(8) Marijn Dekkers and Reshma Kewalramani retired from service on the Board at the 2024 Annual Meeting on June 13, 2024.

The table below shows the aggregate number of options (exercisable and unexercisable), restricted stock and RSUs held as of December 31, 2024 by each non-employee director.

Name	Options Outstanding at Fiscal Year End (#)	Restricted Stock Outstanding at Fiscal Year End (#)	Restricted Stock Units Outstanding at Fiscal Year End (#)
Ross Fubini	42,062	-	10,822
Kathy Hopinkah Hannan	24,558	-	10,822
Christian Henry	20,493	4,395	10,822
Sri Kosuri	91,151	-	24,067
Myrtle Potter	42,062	-	10,822
Shyam Sankar	20,493	4,395	10,822
Harry E. Sloan	20,493	-	10,822
Arie Beldegrun	6,208	-	-
Marijn Dekkers	-	7,026	-
Reshma Kewalramani	-	-	-

ITEM 2 – RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Under the rules and regulations of the SEC and the listing standards of the NYSE, the Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of our independent registered public accounting firm. In addition, the Audit Committee considers the independence of our independent registered public accounting firm and participates in the selection of the independent registered public accounting firm's lead engagement partner. The Audit Committee has appointed, and, as a matter of good corporate governance, is requesting ratification by the shareholders of the appointment of the independent registered public accounting firm of Deloitte & Touche LLP ("Deloitte") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

The Board and the Audit Committee believe that the retention of Deloitte as the Company's independent registered public accounting firm is in the best interests of the Company and its shareholders. If shareholders do not ratify the selection of Deloitte, the Audit Committee will evaluate the shareholder vote when considering the selection of a registered public accounting firm for the audit engagement for the 2026 fiscal year. In addition, if shareholders ratify the selection of Deloitte as the Company's independent registered public accounting firm, the Audit Committee may nevertheless periodically request proposals from the major independent registered public accounting firms and as a result of such process may select Deloitte or another registered public accounting firm as our independent registered public accounting firm.

The Board of Directors recommends a vote "FOR" ratification of the appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

Independent Registered Public Accounting Firm

Representatives of Deloitte, the Company's current independent registered public accounting firm, are expected to participate in the Annual Meeting and will have an opportunity to make a statement and to respond to appropriate questions from shareholders.

Change in Independent Registered Public Accounting Firm

On February 1, 2024, the Audit Committee ("Audit Committee") of the Board of Directors of the Company authorized management to initiate a request-for-proposal process, soliciting, and subsequently receiving, proposals from three leading national accounting firms to provide audit services to the Company as its independent registered public accounting firm for the fiscal year ending December 31, 2024. Subsequent to the completion of its fiscal year 2023 audit, on March 6, 2024, the Company requested a proposal from EY, its then independent registered public accounting firm, to provide audit services for the fiscal year ending December 31, 2024. On March 8, 2024, EY notified the Company of its decision to decline to stand for re-appointment as the Company's independent registered public accounting firm for fiscal year 2024, which decision was not the result of any disagreement with the Company. On March 13, 2024, the Audit Committee appointed Deloitte as its new independent registered public accounting firm.

The reports of EY on the Company's consolidated financial statements for the fiscal years ended December 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2023 and 2022, and the subsequent interim period through March 8, 2024, there were (i) no disagreements between the Company and EY on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to EY's satisfaction, would have caused EY to make reference to the subject matter of the disagreement in connection with its report for such years, and (ii) no "reportable events" as defined in Item 304(a)(1)(v) of Regulation S-K for such years and subsequent interim period through March 8, 2024, except for EY's communication of the following material weaknesses: (i) the material weakness in internal control over financial reporting as of December 31, 2023, as described in Part II, Item 9A (Controls and Procedures) of the Company's Annual Report on Form 10-K for the year ended December 31, 2023, relating to ineffective management review controls; and (ii) the material weaknesses in internal control over financial reporting as of December 31, 2022, initially reported in Part II, Item 9A (Controls and Procedures) of the Company's Annual Report on Form 10-K for the year ended December 31, 2022, relating to ineffective management review controls and controls over the existence, completeness, and accuracy of data used in the Company's controls. The Audit Committee discussed such reportable events with EY, and the Company authorized EY to respond fully to the inquiries of Deloitte concerning such reportable events.

During the years ended December 31, 2023 and 2022, and the subsequent interim period through March 14, 2024, neither the Company nor anyone on its behalf has consulted Deloitte with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the

Company's consolidated financial statements or the effectiveness of internal control over financial reporting, where either a written report or oral advice was provided to the Company that Deloitte concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and related instructions) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided EY with a copy of the foregoing disclosure and requested that EY furnish the Company with a letter addressed to the SEC stating whether it agrees with the statements made by Ginkgo set forth above and, if not, stating the respects in which it does not agree, as required by SEC rules. A copy of EY's letter, dated March 14, 2024, stating its agreement with the foregoing disclosures was filed as Exhibit 16.1 to the Current Report on Form 8-K filed with the SEC on March 14, 2024.

Fee Information

The following table provides a summary of the aggregate fees incurred for Deloitte, the Company's independent public accounting firm, for the years ended December 31, 2024 and December 31, 2023.

	Fiscal year ended December 31,	
	2024 (\$)	2023 (\$) (a)
Audit fees (b)	4,143,522	—
Audit-related fees (c)	—	—
Tax fees (d)	—	—
All other fees (e)	—	—
Total fees	4,143,522	—

- (a) There were no amounts billed prior to Deloitte's appointment as of March 13, 2024.
- (b) Audit fees were for professional services rendered for the audit of our consolidated financial statements, reviews of the interim consolidated financial statements included in quarterly reports and in our registration statements filed with the SEC and services that are normally provided in connection with the financial statement audit. Audit fees also included professional services rendered for the audit of our internal controls over financial reporting.
- (c) Audit-related fees represent assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit fees." There were no audit-related fees in either 2024 or 2023.
- (d) Tax fees were for professional services rendered by Deloitte for tax compliance, tax advice, and tax planning. There were no tax fees in either 2024 or 2023.
- (e) All other fees represent products and services provided that are not reported under "Audit fees," "Audit-related fees" or "Tax fees." There were no fees in this category in either 2024 or 2023.

Pre-Approval Policies and Procedures

All of the fees described above were pre-approved by the Audit Committee. The Audit Committee is responsible for the appointment, compensation and oversight of the work of the independent registered public accounting firm. The Audit Committee has adopted a pre-approval policy under which the Audit Committee pre-approves the audit and non-audit services performed by the independent registered public accounting firm. Proposed services may either be pre-approved within categories presented to the Audit Committee that include a detailed description of the specific services within such categories along with the budgeted fees or on a case-by-case basis for specific services not contemplated in the original pre-approved categories. The Audit Committee will, at least annually, review and pre-approve the categories of services (if any).

Finally, in accordance with the pre-approval policy, the Audit Committee may delegate pre-approval authority to each of its members. Any member to whom this authority is delegated must report any pre-approval decisions to the Audit Committee at its next meeting.

Audit Committee Report

The Audit Committee is composed solely of independent directors meeting the applicable requirements of the NYSE standards. The Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for establishing and maintaining adequate internal control over financial reporting, for preparing the financial statements, and for the reporting process. The Audit Committee members do not serve as professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent registered public accounting firm. The Company's independent registered public accounting firm is engaged to audit and report on the conformity of the Company's financial statements to accounting principles generally accepted in the United States and the effectiveness of the Company's internal control over financial reporting, as applicable.

In this context, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm the audited financial statements for the year ended December 31, 2024 (the "Audited Financial Statements"). The Audit Committee has discussed with Deloitte & Touche LLP, the Company's independent registered public accounting firm for the year ended December 31, 2024, the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission. In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence.

Based upon the reviews and discussions referred to above, the Audit Committee recommended to the Board that the Audited Financial Statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, for filing with the Securities and Exchange Commission.

The Audit Committee:

Christian Henry
Kathy Hopinkah Hannan
Myrtle Potter
Harry E. Sloan

ITEM 3 – ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

We are asking shareholders to approve, on an advisory basis, the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table, and the related compensation tables and narrative discussion.

As described in the “Compensation Discussion and Analysis” section of this Proxy Statement, the Compensation Committee has structured our executive compensation program to tie total compensation to long-term performance that supports shareholder value, as reflected primarily in our stock price.

We urge shareholders to read the “Compensation Discussion and Analysis,” as well as the Summary Compensation Table and related compensation tables and narrative discussion, which provide detailed information on the compensation of our named executive officers. The Compensation Committee and the Board believe that the policies and procedures articulated in the “Compensation Discussion and Analysis” are effective in achieving our goals and that the compensation of our named executive officers will support and contribute to our success.

This item is being presented pursuant to Section 14A of the Exchange Act. Although this advisory vote is not binding, the Compensation Committee will consider the voting results when evaluating our executive compensation program.

The Board of Directors recommends a vote “FOR” the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement.

Beneficial Ownership of Shares

The following table sets forth information known to the Company regarding the beneficial ownership of Ginkgo common stock by:

- each person who is a named executive officer or director of Ginkgo;
- all executive officers and directors of Ginkgo as a group; and
- each person who is a beneficial owner of more than 5% of Ginkgo Class A common stock or Ginkgo Class B common stock.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. Unless otherwise indicated, Ginkgo believes that all persons named in the table below have sole voting and investment power with respect to the voting securities beneficially owned by them.

The beneficial ownership of Ginkgo common stock is based on 45,956,669 shares of Ginkgo Class A common stock and 9,191,867 shares of Ginkgo Class B common stock issued and outstanding as of April 14, 2025 unless otherwise specified.

	Class A common stock		Class B common stock		% of Total Voting Power**
Name of Beneficial Owner	Shares	%	Shares	%	%
Directors and Executive Officers of Ginkgo		—			
Jason Kelly ⁽¹⁾	97,367	*	2,041,437	22.2%	14.9%
Reshma Shetty ⁽²⁾	618,726	1.3%	4,097,358	44.6%	30.2%
Mark Dmytruk ⁽³⁾	48,176	*	5,906	*	*
Ross Fubini ⁽⁴⁾	10,822	*	-	-	*
Kathy Hopinkah Hannan ⁽⁵⁾	15,003	*	-	-	*
Christian Henry ⁽⁶⁾	44,310	*	-	-	*
Sri Kosuri ⁽⁷⁾	24,067	*	-	-	*
Myrtle Potter ⁽⁸⁾	10,822	*	-	-	*
Shyam Sankar ⁽⁹⁾	72,372	*	-	-	*
Harry E. Sloan ⁽¹⁰⁾	271,418	*	-	-	*
All Directors and Executive Officers of Ginkgo as a Group (10 individuals)	1,213,083	2.6%	6,144,701	66.8%	45.4%
5% Beneficial Owners of Ginkgo					
Bartholomew Canton ⁽¹¹⁾	618,726	1.3%	4,097,358	44.6%	30.2%
Austin Che ⁽¹²⁾	357,806	*	2,003,679	21.8%	14.8%
Entities affiliated with Baillie Gifford & Co. ⁽¹³⁾	3,360,646	7.3%	-	-	2.4%
Cascade Investment, L.L.C. ⁽¹⁴⁾	3,796,637	8.3%	-	-	2.8%
Viking Global Investors L.L.C ⁽¹⁵⁾	3,577,128	7.8%	-	-	2.6%

* Less than one percent.

** Percentage of total voting power represents voting power with respect to all shares of Ginkgo Class A common stock and Ginkgo Class B common stock, as a single class. Each share of Ginkgo Class B common stock is entitled to 10 votes per share and each share of Ginkgo Class A common stock is entitled to one vote per share. For more information about the voting rights of Ginkgo common stock, see the description of the Company's securities filed with the 2024 Annual Report on Form 10-K as Exhibit 4.2.

- (1) Consists of (a) 97,367 shares of Ginkgo Class A common stock and 1,748,236 shares of Ginkgo Class B common stock held by Dr. Kelly and (b) 293,201 shares of Ginkgo Class B common stock held by The Kelly 2016 Grantor Retained Annuity Trust, over which Dr. Kelly has sole voting and dispositive power.
- (2) Consists of (a) 309,363 shares of Ginkgo Class A common stock and 206,448 shares of Ginkgo Class B common stock held by Dr. Shetty, (b) 1,754,744 shares of Ginkgo Class B common stock held by The Reshma Padmini Shetty Revocable Living Trust – 2014, over which Dr. Shetty has sole voting and dispositive power, (c) 57,693 shares of Ginkgo Class B common stock held by The Reshma Padmini Shetty 2022 Grantor Retained Annuity Trust, over which Dr. Shetty has sole voting and dispositive power, (d) 64,588 shares of Ginkgo Class B common stock held by two family trusts and (e) 309,363 shares of Ginkgo Class A common stock and 2,013,885 shares of Ginkgo Class B common stock beneficially owned by Dr. Shetty's spouse, as reported in footnote (11) below. The voting and dispositive power over the shares held by the family trusts are held by three or more individuals acting by majority approval and therefore none of the individuals is deemed a beneficial owner of the shares held by such trust.
- (3) Consists of (a) 48,176 shares of Ginkgo Class A common stock and (b) 5,906 shares of Ginkgo Class B common stock held by Mr. Dmytruk.
- (4) Consists of 10,822 shares of Ginkgo Class A common stock held by Mr. Fubini.
- (5) Consists of 15,003 shares of Ginkgo Class A common stock held by Dr. Hannan.
- (6) Consists of 44,310 shares of Ginkgo Class A common stock held by Mr. Henry.
- (7) Consists of 10,822 shares of Ginkgo Class A common stock held by Ms. Potter.
- (8) Consists of 10,822 shares of Ginkgo Class A common stock held by Ms. Potter.
- (9) Consists of 72,372 shares of Ginkgo Class A common stock held by Mr. Sankar.
- (10) Consists of 271,418 shares of Ginkgo Class A common stock held by Mr. Sloan.
- (11) Consists of (a) 309,363 shares of Ginkgo Class A common stock and 206,448 shares of Ginkgo Class B common stock held by Dr. Canton, (b) 1,749,744 shares of Ginkgo Class B common stock held by The Bartholomew Canton Revocable Living Trust – 2014, over which Dr. Canton has sole voting and dispositive power, (c) 57,693 shares of Ginkgo Class B common stock held by The Bartholomew Canton 2022 Grantor Retained Annuity Trust, over which Dr. Canton has sole voting and dispositive power, (d) 64,588 shares of Ginkgo Class B common stock held by two family trusts, and (e) 309,363 shares of Ginkgo Class A common stock and 2,018,885 shares of Ginkgo Class B common stock beneficially owned by Dr. Canton's spouse as reported in

footnote (2) above. The voting and dispositive power over the shares held by the family trusts are held by three or more individuals acting by majority approval and therefore none of the individuals is deemed a beneficial owner of the shares held by such trust. The business address for this shareholder is 27 Drydock Avenue, 8th Floor, Boston, Massachusetts 02210.

- (12) Consists of (a) 307,806 shares of Ginkgo Class A common stock and 58,005 shares of Ginkgo Class B common stock held by Dr. Che, (b) 25,000 shares of Class A common stock held of record by a revocable spousal trust, of which Dr. Che may be deemed to hold investment and voting discretion, (c) 25,000 shares of Class A common stock held of record by a family trust, of which Dr. Che may be deemed to hold investment and voting discretion, (d) 1,923,175 shares of Ginkgo Class B common stock held by the Austin Che Revocable Trust, over which Dr. Che has sole voting and dispositive power, (e) 20,555 shares of Ginkgo Class B common stock held of record by the Austin Che Irrevocable Trust, of which Dr. Che may be deemed to hold investment and voting discretion, and (f) 1,944 shares of Ginkgo Class B common stock held by an irrevocable marital trust, of which Dr. Che may be deemed to hold investment and voting discretion. The business address for this shareholder is 27 Drydock Avenue, 8th Floor, Boston, Massachusetts 02210.
- (13) Consists of 3,360,646 Ginkgo Class A common stock held by Baillie Gifford & Co. and/or one or more of its investment adviser subsidiaries, which may include Baillie Gifford Overseas Limited, on behalf of the investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients. Securities representing more than 5% of the class are held on behalf of Scottish Mortgage Investment Trust PLC, a closed-ended investment trust which is managed by Baillie Gifford & Co Limited, a wholly owned subsidiary of Baillie Gifford & Co. The address for these shareholders is c/o Baillie Gifford & Co, Calton Square 1 Greenside Row. Edinburgh Scotland, UK EH1 3AN. Data was obtained from a Schedule 13G/A that was filed with the Securities and Exchange Commission on July 5, 2024.
- (14) Consists of 3,796,637 shares of Ginkgo Class A common stock. All shares of Ginkgo Class A common stock held by Cascade Investment, L.L.C. may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade, L.L.C. The address for this shareholder is 2365 Carillon Point, Kirkland, WA 98033. Data was obtained from a Schedule 13G/A that was filed with the Securities and Exchange Commission on September 24, 2021.
- (15) Consists of 3,577,128 shares of Ginkgo Class A common stock held by Viking Global Investors L.L.C. The address for this shareholder is 55 Railroad Ave, Greenwich, CT 06830. Data was obtained from a Schedule 13G/A that was filed with the Securities and Exchange Commission on November 11, 2024.

Executive Officers

Our executive officers as of April 29, 2025 are as follows:

Name	Age	Position
Jason Kelly	44	Chief Executive Officer and Founder; Director
Reshma Shetty	44	President, Chief Operating Officer and Founder; Director
Mark Dmytruk	53	Chief Financial Officer

Jason Kelly, one of our Founders, is the Chief Executive Officer and a member of Ginkgo's Board. Dr. Kelly previously served as a director of CM Life Sciences II Inc. (Nasdaq: CMII), a special purpose acquisition company with a focus on the life sciences sector in 2021. Dr. Kelly has a Ph.D. in Biological Engineering and a B.S. in Chemical Engineering and Biology from the Massachusetts Institute of Technology.

Reshma Shetty, one of our Founders, is the President and Chief Operating Officer and a member of Ginkgo's Board. Dr. Shetty has a Ph.D. in Biological Engineering from the Massachusetts Institute of Technology and a B.S. in Computer Science from the University of Utah.

Mark Dmytruk has served as our Chief Financial Officer since joining Ginkgo in 2020. From 2017 to 2020, Mr. Dmytruk served as Executive Vice President, Corporate Strategy and Development, for Syneos Health, a global Contract Research Organization and Contract Commercial Organization serving the biopharmaceutical industry. Syneos Health was formed through the merger of inVentiv Health and INC Research in 2017, and prior to the merger Mr. Dmytruk served at inVentiv Health as Chief of Staff from 2014 to 2017 and President, Patient Outcomes Division, from 2011 to 2014. Prior to inVentiv Health, Mr. Dmytruk served in a variety of roles at Thermo Fisher Scientific (and its predecessor, Fisher Scientific) from 2001 to 2011. As Vice President of Corporate Development, Mr. Dmytruk led the company's M&A function, contributing to its industry-changing strategy and transformational growth. He also served as Vice President of Finance for the Athena Diagnostics business unit of Thermo Fisher Scientific prior to its sale to Quest Diagnostics. Mr. Dmytruk began his career at Ernst & Young in Canada. Mr. Dmytruk has an M.B.A. from the Sloan School of Management at the Massachusetts Institute of Technology and a Bachelor of Commerce from the University of Alberta.

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the philosophy, objectives, and structure of our compensation program for our three executive officers, who were the only executive officers at Ginkgo in 2024, and therefore, are also our “named executive officers” for 2024. These individuals and their positions are as follows:

- Jason Kelly, Chief Executive Officer;
- Reshma Shetty, President and Chief Operating Officer; and
- Mark Dmytruk, Chief Financial Officer.

Executive Summary

- **CEO and COO Compensation:** Dr. Kelly’s and Dr. Shetty’s 2024 compensation consisted of a base salary, a grant of performance-based stock options and eligibility to participate in Ginkgo’s broad-based employee benefit plans and programs. As discussed below in this Compensation Discussion and Analysis, after not having granted equity awards to our founders since 2021, following a recommendation from a special committee of the Board (described below), the Board granted performance-based stock options to Dr. Kelly and Dr. Shetty pursuant to the 2024 Founder Compensation Program. Please see “2024 Founder Compensation Program” below.
- **CFO Compensation:** In 2024, Mr. Dmytruk received a time-based restricted stock unit award as part of the annual compensation review process.
- **Post-deSPAC Equity Incentive Structure and Earnout Shares:** As further described below under “Long-Term Compensation”, Dr. Kelly, Dr. Shetty and Mr. Dmytruk hold Ginkgo restricted stock units that they received in the business combination (the “Business Combination”) of Soaring Eagle Acquisition Corp. and Ginkgo Bioworks, Inc. (“Old Ginkgo”) in respect of previously granted restricted stock units and they also hold Ginkgo restricted stock that is subject to service- and stock price-based vesting hurdles that they received with respect to the earn-out portion of the consideration paid in the Business Combination. These restricted stock unit and restricted stock earnout awards were designed to function as a multi-year growth incentive while also providing retentive value.

Compensation Philosophy and Objectives

We design our compensation programs to attract, retain and engage great talent, reinforce an ownership mindset, and emphasize performance and contribution to our long-term success among all employees, including our named executive officers. As a result, our compensation programs encourage experimentation, innovation and performance that support the long-term creation of shareholder value, rather than tying compensation to a few discrete, short-term performance goals, financial or otherwise.

As is the case for other employees, our named executive officers' compensation includes the following basic components:

1. base salary; and
2. periodic grants of incentive equity awards, which for our non-founder employees in 2024, including Mr. Dmytruk, were primarily in the form of time-based restricted stock units for annual grants that generally vest over multiple years and for our founder employees were in the form of performance-based stock options, so that compensation is negatively impacted if our stock price declines and is favorably impacted if the stock price appreciates.

We believe our compensation programs differ from the approach used by many companies with its emphasis on stock-based compensation. This focus on long-term incentives encourages all employees, including executives, to think and act like owners, because they are owners. It also aligns employee, including executive, compensation with the returns we deliver to shareholders.

The Compensation Committee is continually reviewing compensation market trends and evaluating our compensation programs to ensure a balance between attraction and retention of great talent and alignment among employees' (including executives') and shareholders' experiences. In 2025, we began granting performance-based restricted stock units to employees as described under "2025 Performance Equity Program" below.

Compensation Best Practices

Our executive compensation program has a number of features that reflect our philosophy and objectives:

- **Focus on long-term shareholder value:** Our compensation program aligns executive and shareholder interests by compensating executives primarily with equity grants that generally vest over multiple years so that compensation is negatively impacted if our stock price declines and is favorably impacted if the stock price appreciates. This encourages executives to think and operate with an ownership mindset that benefits all stakeholders, including shareholders, over the long-term.
- **Focus on realizable compensation:** The Compensation Committee focuses on realizable compensation by assessing the potential annual value of equity awards vesting each year instead of the aggregate grant date value reported in the Summary Compensation Table.

- **Monitor dilution and overhang:** In order to protect shareholder value, the Compensation Committee is committed to the responsible use of equity by balancing the equity compensation's value linking executive and shareholder experiences, while managing shareholder dilution resulting from our compensation program.
- **No severance benefits or accelerated vesting of unearned equity upon termination of employment with founding named executive officers:** Dr. Kelly and Dr. Shetty do not have an employment or severance agreement and are not guaranteed any compensation should their employment terminate for any reason, including in connection with a change in control. Performance-based stock options granted to Dr. Kelly and Dr. Shetty in 2024 (as described below under "2024 Founder Compensation Program") are subject to accelerated vesting upon certain terminations of employment or a change in control, to the extent the associated performance-based vesting criteria have been satisfied.
- **No executive perks:** Ginkgo's named executive officers are eligible to participate in Ginkgo's broad-based employee benefit plans and programs, including medical, dental, vision, life, and disability insurance benefits, to the same extent as Ginkgo's other full-time employees.
- **No excise tax gross-ups in existing agreements:** We do not have agreements that provide excise tax gross-ups on executive compensation.
- **Assess risks of our compensation program:** We believe the structure of our executive compensation program motivates our executives to make thoughtful, appropriate decisions with measured risks balanced by appropriate rewards for the Company.
- **Independent compensation consultant:** The Compensation Committee engages an independent compensation consultant, which provides valuable data regarding executive compensation trends and best practices.
- **Policies against hedging and pledging:** Our Insider Trading Compliance Policy prohibits our executives from engaging in "hedging" or similar transactions with respect to our common stock. Pledging the Company's securities as collateral to secure loans is prohibited unless an exception is approved by the Board.

We strive to keep our executive compensation simple, transparent, and aligned with shareholder value. Ginkgo's compensation program for 2024, consisting of base salary and grants of incentive equity awards, primarily in the form of time-vested restricted stock units for annual grants, which typically vest over multiple years, aligns employee (including executive) compensation with long-term company performance and shareholder value. To assess the performance of our employees and executives, we have a performance management program that, in 2024, consisted of evaluating employees' and executives' objectives and assigning them an annual performance rating based on achievement of those objectives. For our executives (including Mr. Dmytruk but not including Dr. Kelly or Dr. Shetty), our annual performance management and compensation review process also took into account an executive's percentile placement as compared to an equivalent title or role in the 2024 peer group in the determination of individual compensation. After a plan of restructuring was announced in May 2024, we prioritized reducing cash burn as an overarching objective for all employees. We conducted a reduction in force to reduce labor expenses, but otherwise did not make changes to employee compensation for employees who remained with the Company in 2024, including our named executive officers.

Role of the Compensation Committee

The Compensation Committee has the responsibility for establishing our compensation philosophy and objectives, determining the structure, components, and other elements of our compensation programs, and reviewing and approving the compensation of our named executive officers. In 2024, the Compensation Committee reviewed and determined the compensation of Mr. Dmytruk, as well as that of the broader leadership team.

Role of Management

Our Chief Executive Officer and President & Chief Operating Officer, in consultation with our People team, review comparative data derived from publicly available market compensation information and analyses prepared by our compensation consultant for the CFO and our broader non-founder leadership team. Our Chief Executive Officer and President & Chief Operating Officer then make a recommendation to the Compensation Committee regarding the compensation for our CFO and the broader non-founder leadership team based on this market data as well as the level of achievement of objectives for the year, as described above. The Compensation Committee reviews and discusses this information and the recommendation by our Chief Executive Officer and President & Chief Operating Officer, and then determines changes to cash compensation and the grant of equity compensation, if any.

Role of the Compensation Consultant

In determining compensation for 2024, the Compensation Committee retained Sequoia Consulting Group (“Sequoia”) to advise on executive compensation until May 2024 when it retained PwC US Tax LLP (“PwC”) as its compensation consultant. Sequoia provided various services to the Compensation Committee, including the review and analysis of compensation for our CFO and broader non-founder leadership team against competitive market data based on the companies in our compensation peer group and against broader compensation survey data when appropriate; the review and analysis of our equity plans; and support on other ad hoc matters. PwC advised the Compensation Committee with respect to the review, analysis and update of our compensation peer group. PwC also attended Compensation Committee meetings beginning in May 2024 to offer leading market perspectives and feedback on management’s compensation proposals to the Committee.

Use of Market Data and Peer Group Analysis

When considering executive compensation decisions, the Compensation Committee believes it is important to be informed as to current compensation practices of comparable companies, especially to understand the demand and competitiveness for attracting and retaining an individual with each named executive officer’s specific expertise and experience.

For 2024, the Compensation Committee believed referencing market data, along with other factors, was important when setting total compensation for our named executive officers because competition for executive management is intense in our industry and the retention of our talented leadership team is critical to our success. Market data is one factor considered in the annual compensation approval process. Other important considerations include compensation for the broader leadership team at Ginkgo and at the other companies with which we compete for talent, past contributions to company performance, employee

knowledge, skills and experience, expected contributions to future success, cash compensation levels, estimated value of pre-existing stock-based compensation vesting in subsequent years, if any, and stock price assumptions.

2024 Peer Group

The Compensation Committee considered several factors in determining the composition of our peer group for purposes of evaluating the 2024 compensation of our CFO, including, but not limited to, industry, revenue, and organizational complexity.

Using these criteria, the following 19 companies were identified by the Compensation Committee as the defined peer group for input in benchmarking 2024 executive compensation programs:

10X Genomics, Inc.	AbCellera Biologics Inc.	Amyris, Inc.	Balchem Corporation
BioMarin Pharmaceuticals Inc.	BridgeBio Pharma, Inc.	CRISPR Therapeutics AG	Guardant Health, Inc.
Halozyme Therapeutics, Inc.	Ionis Pharmaceuticals, Inc.	Livent Corporation	Natera, Inc.
Pacific Biosciences of California, Inc.	Repligen Corporation	Sarepta Therapeutics, Inc.	Schrodinger, Inc.
Twist Bioscience Corporation	Ultragenyx Pharmaceutical Inc.	Vir Biotechnology, Inc.	

The base salary for Dr. Kelly and Dr. Shetty did not change from 2023 to 2024 and, based on peer group data, their salary is below market for their roles and responsibilities.

In December 2024, the Compensation Committee approved a new peer group to better align with our industry, revenue, and organizational complexity, which will be used to evaluate 2025 compensation of our named executive officers and broader leadership team. The 18 companies that comprise the 2025 peer group are as follows, with new additions to the peer group in **bold**:

AbCellera Biologics Inc.	Akoya Biosciences, Inc.	Beam Therapeutics Inc.	CRISPR Therapeutics AG
Flotek Industries, Inc.	Harvard Bioscience, Inc.	Maravai LifeSciences Holdings, Inc.	Pacific Biosciences of California, Inc.
Perimeter Solutions, Inc.	Quanterix Corporation	Sangamo Therapeutics, Inc.	Schrodinger, Inc.
Seres Therapeutics, Inc.	Standard Biotech, Inc.	Traverse Therapeutics, Inc.	Twist Bioscience Corporation
Ultragenyx Pharmaceutical Inc.	Vir Biotechnology, Inc.		

Compensation Risk Oversight

The Compensation Committee has conducted a risk assessment of our compensation programs and has concluded that the compensation programs for our employees, including those in which our named executive officers participate, do not create risks that are reasonably likely to have a material adverse effect on us.

Anti-Hedging and Pledging Policy

Under our Insider Trading Compliance Policy, employees, directors, and certain contingent workers, as well as persons sharing their households, are prohibited from engaging in any hedging or monetization transactions involving the Company's equity securities (including purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds), or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decreases in the market value of our equity securities, unless an exception is approved by the Board. This prohibition applies to Company equity securities that are (i) granted to the employee, director, or contingent worker by the Company as part of their compensation or (ii) held, directly or indirectly, by the employee, director, or contingent worker.

Clawback Policy

The Company adopted a Policy for Recoupment of Incentive Compensation, effective October 2, 2023, in accordance with the requirements of the Dodd-Frank Act, SEC rules and NYSE listing standards. The Company's Policy for Recoupment of Incentive Compensation provides for the recovery of erroneously-awarded incentive compensation received by a current or former executive officer in the event we are required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under applicable securities laws. No amounts were clawed back pursuant to this policy in 2024.

Timing of Grants of Stock Options

Stock option grants to our executive officers are not made on a regular basis. Other than the stock option grants made to our founders under the 2024 Founder Compensation Program, no employees hold outstanding options. In 2024, stock option grants were approved by a Special Committee of the Board to our founders, including Dr. Kelly and Dr. Shetty (see "2024 Founder Compensation Program" below). In connection with the 2024 Founder Compensation Program, the Special Committee did not take material non-public information into account when determining the timing and terms of the stock option awards. For stock option grants to our non-employee directors, as specified in the non-employee director compensation program, such grants are automatically made on the date of each Annual Meeting to each non-employee director in office immediately following such meeting. It is the Company's practice not to time the disclosure of material non-public information for the purpose of affecting the value of executive compensation.

2024 Compensation Decisions

Base Salaries

Each of our named executive officers receives a base salary to provide a fixed component of compensation reflecting the executive's skill set, experience, role and responsibilities. The salaries for Dr. Kelly and Dr. Shetty did not change from 2023 to 2024 and continue to be below market, as measured by peer group data as described above, for their roles and responsibilities. Mr. Dmytruk's salary of \$460,000 did not change from 2023 to 2024.

The 2024 annual base salaries for Ginkgo's named executive officers were:

Name	2024 Annual Base Salary (\$)
Jason Kelly	250,000
Reshma Shetty	250,000
Mark Dmytruk	460,000

Short Term Incentive - Annual Bonuses

The Company does not currently have an annual cash bonus or incentive program for any of its employees, including its named executive officers.

Long Term Incentive - Equity Compensation

Long-term incentive compensation in the form of equity incentives aligns the interests of our employees, including our named executive officers, with long-term shareholder interests and allows us to attract, incentivize, and retain employees and other service providers in a competitive market. Thus, equity compensation is a key component of executive officers' total compensation. We use restricted stock units as our primary stock-based compensation vehicle for non-founder employees. We believe that the use of restricted stock units aligns the long-term interests of employees, including our CFO, and helps efficiently manage overall shareholder dilution from stock awards. As a form of compensation, equity-based incentives also enable us to manage the Company's cash resources more effectively.

In 2020 and 2021 prior to the Business Combination, the named executive officers received restricted stock units in Old Ginkgo that were subject to certain service- and performance-based vesting conditions. In connection with the Business Combination, the restricted stock units in Old Ginkgo held by the named executive officers were converted into restricted stock units issuable for the Company's Class B common stock and, with respect to the earn-out portion of the consideration paid in the Business Combination to the shareholders of Old Ginkgo, restricted stock. These restricted stock earnout awards are subject to the same service-based vesting schedule as the related restricted stock units and to stock price vesting hurdles.

In 2024, we granted Mr. Dmytruk time-based restricted stock units under the 2021 Incentive Award Plan (the “2021 Plan”) as part of our annual compensation review process, after reviewing peer group data and after considering Mr. Dmytruk’s performance during 2023. The Compensation Committee granted Mr. Dmytruk 27,500 RSUs (as retrospectively adjusted to reflect the Company’s one-for-forty reverse stock split in August 2024 (the “Reverse Stock Split”)) on March 7, 2024, which began vesting on April 1, 2024 and continue to vest in equal monthly installments thereafter over four years until March 1, 2028, generally subject to Mr. Dmytruk’s continued service to the Company through the applicable vesting date.

Dr. Kelly and Dr. Shetty received equity grants during 2024 pursuant to the 2024 Founder Compensation Program.

2024 Founder Compensation Program

In connection with the Board’s review of the Company’s executive compensation program, including compensation payable to our founders, the Board formed a special committee (the “Special Committee”) in 2023 to analyze and make recommendations to the Board regarding the compensation of each of Drs. Kelly, Shetty, Canton and Che (the “Founders”).

The Special Committee consisted of Mr. Sankar, Mr. Sloan and Dr. Hannan, each of whom was determined to be independent of the Founders. The Special Committee retained its own independent compensation consultant, Infinite Equity, and independent outside legal counsel, Young Conaway Stargatt & Taylor, LLP, to advise with respect to its review of Founder compensation.

The Special Committee met, including with its advisors, approximately a dozen times to consider revisions to the compensation program for our Founders. At these meetings, the Special Committee considered and evaluated a number of factors in determining whether to change the compensation of our Founders and, if so, the appropriate structure and magnitude of any such change, including the central role of our Founders’ leadership in executing the Company’s strategy, the Company’s historic and prospective performance, and the extent (if any) to which compensation would provide incentives for our Founders to continue driving long-term stockholder value creation. In addition, the Special Committee considered the equity awards held by our Founders that were negotiated prior to the Company becoming a public company, our Founders’ existing equity ownership positions, market data provided by the Special Committee’s compensation consultant on the compensation of executives at peer companies, and the means by which our Founders’ compensation could be linked to and made contingent upon the Company’s performance.

Following extensive analysis and negotiations between the Special Committee and the Founders, the Special Committee resolved to recommend to the Board that it adopt a revised compensation program for our Founders in 2024 (the “2024 Founder Compensation Program”) that consists of maintaining the annual cash compensation for each Founder at \$250,000 and granting each Founder an option to purchase 5,000,000 shares of Ginkgo common stock (125,000 shares post-Reverse Stock Split) with an exercise price of \$2.50 (\$100.00 post-Reverse Stock Split) per share and with such options subject both to time-based and performance-based vesting criteria (the “Founder Options”). The performance-based vesting is tied to the achievement of four specified stock price hurdles within a five-year period, with 10%

of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$5.00 (\$200.00 post-Reverse Stock Split), 10% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$7.50 (\$300.00 post-Reverse Stock Split), 20% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$10.00 (\$400.00 post-Reverse Stock Split) and the remaining 60% of the Founder Options vesting based on the achievement of a 90-calendar-day average stock price of \$12.50 (\$500.00 post-Reverse Stock Split). If the performance-based criteria are achieved during the five-year performance period, the awards will vest on the five-year anniversary of the grant date.

The Special Committee designed the 2024 Founder Compensation Program for only one year, rather than designing a compensation program that would be expected to cover multiple years of employment. The Special Committee considered market data on total annual compensation provided by its compensation consultant in determining the total value of the 2024 Founder Compensation Program, accounting for both the Founders' annual cash compensation and the grant date fair value of the Founder Options (as determined and described below).

The Founder Options have an approximate grant date fair value of \$981,000 per Founder, computed in accordance with FASB ASC Topic 718, excluding the effect of estimating forfeitures and using the Monte Carlo simulation option pricing model.

The assumptions used to calculate the grant date fair value of the Founder Options were as follows:

Grant date closing share price*	\$0.7777
Grant date risk-free interest rate	4.65%
Expected volatility	71.8%
Suboptimal exercise multiple	2.8x
Dividend yield	0%
Option term	10 years

*Note: The grant date closing share price does not reflect the Reverse Stock Split.

In designing the Founder Options, the Special Committee sought to create awards that rewarded sustained and substantial stock appreciation tied to the successful execution of the Company's strategy and would lead to stockholder value substantially above average long-term stock market growth. In addition, the five-year vesting period and the weighting of the performance-based vesting criteria were designed to provide most of the value of the Founder Options only when the highest stock price hurdles are met, with 80% of the value of the awards remaining unvested at trading prices below \$10.00 (\$400.00 post-Reverse Stock Split) per share and 60% of the value of the awards vesting only if the \$12.50 (\$500.00 post-Reverse Stock Split) per share vesting criteria is met.

On April 4, 2024, with Dr. Shetty and Dr. Kelly recusing themselves, after reviewing the recommendations of the Special Committee and the considerations and analysis presented

above and described to the Board, the Board determined to adopt the 2024 Founder Compensation Program.

2025 Performance Equity Program

On March 6, 2025, the Compensation Committee approved a performance-based equity incentive program (the “Performance Equity Program”), under which performance-vesting restricted stock units (“PSUs”) were granted to substantially all employees, including Mr. Dmytruk but not including Dr. Kelly and Dr. Shetty. The program provides for PSU awards under the 2021 Plan, which will be eligible to vest based on both continued employment and the achievement of performance metrics for the employee’s business unit or function over a one-year performance period from January 1, 2025 through December 31, 2025. PSU awards may vest between 0% and 100% of target. No PSU awards are expected to vest until the Compensation Committee certifies 2025 performance in early 2026.

Post-employment Compensation

Dr. Kelly and Dr. Shetty. Neither Dr. Kelly nor Dr. Shetty is entitled to any severance benefits upon termination of employment for any reason. To the extent the performance-based vesting criteria have been satisfied, the Founder Options are subject to accelerated vesting in connection with a termination of employment by reason of death or disability, a termination of employment by Ginkgo without cause or a change in control, as described below under “Potential Payments Upon Termination of Employment or Change in Control.”

Mr. Dmytruk. In connection with his offer of employment, we entered into an offer letter with Mr. Dmytruk that provides 12 months base salary continuation and up to 12 months Company-paid health benefits continuation pursuant to COBRA in the event the Company were to terminate Mr. Dmytruk’s employment without cause (as defined in the offer letter), conditioned upon Mr. Dmytruk’s execution and non-revocation of a separation agreement and release of claims acceptable to the Company. The Compensation Committee believes that these amounts are reasonable compensation to facilitate a transition to new employment and are aligned with market practice. Mr. Dmytruk’s offer letter does not provide for any accelerated vesting of equity upon termination of employment for any reason.

Mr. Dmytruk also entered into a separate agreement pursuant to which he is subject to non-competition, employee, consultant and advisor non-solicitation and no-hire, and customer and client non-solicitation covenants during the term of his employment or other service with us and for one year thereafter. The agreement also includes standard invention assignment and non-disclosure of confidential information covenants.

Other Elements of Compensation

Retirement Plan

Ginkgo maintains a 401(k) retirement savings plan for its employees, including Ginkgo’s named executive officers, who satisfy certain eligibility requirements. In 2024, Ginkgo’s named executive officers were eligible to participate in the 401(k) plan on the same terms as other full-time employees. Under this plan, in 2024, Ginkgo provided a non-elective contribution to all

eligible participants equal to up to 5% of eligible compensation, which fully vests once such eligible participant has completed two years of continuous service. Effective January 1, 2024, the 5% non-elective contribution is capped for employees earning \$100,000 or more in annual salary, resulting in a maximum employer contribution of \$5,000. Ginkgo's named executive officers and certain other high-level employees were not eligible to receive a non-elective contribution in 2024. Ginkgo believes that providing a vehicle for tax-deferred retirement savings through Ginkgo's 401(k) plan adds to the overall desirability of Ginkgo's executive compensation package and further incentivizes Ginkgo's employees, in accordance with Ginkgo's compensation policies.

Employee Benefits and Perquisites

During their employment, Ginkgo's named executive officers are eligible to participate in Ginkgo's broad-based employee benefit plans and programs, including medical, dental, vision, life, and disability insurance benefits, to the same extent as Ginkgo's other full-time employees, subject to the terms and eligibility requirements of those plans.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed with management the CD&A and based on such review and discussions the Compensation Committee has recommended to the Board that the CD&A be included in Ginkgo Bioworks Holdings, Inc. Annual Report on Form 10-K and the Proxy Statement.

The Compensation Committee of the Board of Directors of Ginkgo Bioworks Holdings, Inc.

Shyam Sankar, Chair
Ross Fubini
Christian Henry

Summary Compensation Table

The following table sets forth information concerning the compensation of Ginkgo's named executive officers for the years ended December 31, 2024, December 31, 2023 and December 31, 2022.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Jason Kelly	2024	250,000	-	981,000	-	1,231,000
<i>Chief Executive Officer</i>	2023	250,000	-	-	12,019	262,019
	2022	250,000	-	-	12,500	262,500
Reshma Shetty	2024	250,000	-	981,000	-	1,231,000
<i>President & Chief Operating Officer</i>	2023	250,000	-	-	12,019	262,019
	2022	250,000	-	-	12,500	262,500
Mark Dmytruk	2024	460,000	1,320,000	-	-	1,780,000
<i>Chief Financial Officer</i>	2023	460,000	1,218,000	-	16,500	1,694,500
	2022	450,000	1,730,200	-	15,250	2,195,450

(1) Amounts reflect the grant date fair value of restricted stock units awarded, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. For the restricted stock units, the grant date fair value was calculated by multiplying the closing price of the Company's Class A common stock on the grant date by the number of restricted stock units granted. We provide information regarding the assumptions used to calculate the fair value of all restricted stock unit awards made in Note 13 to the consolidated financial statements included in our 2024 Annual Report on Form 10-K.

(2) Amounts reflect the grant date fair value of the Founder Options awarded, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures, based on the probable outcome of the applicable performance conditions, which assumes that the performance conditions are met in full. We provide information regarding the assumptions used to calculate the fair value of all option awards made to named executive officers in Note 13 to the consolidated financial statements included in our 2024 Annual Report on Form 10-K.

(3) Amounts for 2023 for Dr. Kelly and Dr. Shetty represent employer non-elective contributions under Ginkgo's 401(k) plan and were updated from the amounts included in the 2024 Proxy Statement in order to correct a scrivener's error. Amounts for 2022 for all named executive officers represent employer non-elective contributions under Ginkgo's 401(k) plan.

Grants of Plan-Based Awards

The following table sets forth information regarding plan-based awards made to Ginkgo's named executive officers during the year ended December 31, 2024. All share numbers are presented after giving effect to the Reverse Stock Split.

Name	Grant Date	Estimated Future Payouts under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽¹⁾
		Threshold (#)	Target (#)	Maximum (#)			
Jason Kelly	4/25/2024 ⁽²⁾	-	125,000	-	-	100	981,000
Reshma Shetty	4/25/2024 ⁽³⁾	-	125,000	-	-	100	981,000
Mark Dmytruk	3/7/2024 ⁽⁴⁾	-	-	-	27,500	-	1,320,000

(1) Amounts shown reflect the grant date fair value of restricted stock units or options, as applicable, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. See footnotes (1) and (2) to the Summary Compensation Table above.

(2) Represents the Founder Options granted to Dr. Kelly on April 25, 2024, with performance vesting tied to the achievement of four specified stock price hurdles within a five-year period. See "Compensation Discussion and Analysis — 2024 Compensation Decisions — 2024 Founder Compensation Program" above for additional information.

(3) Represents the Founder Options granted to Dr. Shetty on April 25, 2024, with performance vesting tied to the achievement of four specified stock price hurdles within a five-year period. See "Compensation Discussion and Analysis — 2024 Compensation Decisions — 2024 Founder Compensation Program" above for additional information.

(4) Represents the restricted stock units granted to Mr. Dmytruk on March 7, 2024, which began vesting on April 1, 2024 and vest in substantially equal monthly installments thereafter over four years until March 1, 2028, generally subject to his continued service to Ginkgo through the applicable vesting date.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the number of shares of Ginkgo common stock underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2024.

Name	Grant Date	Option Awards			Stock Awards				
		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽⁹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽⁹⁾
Jason Kelly	1/1/2020	-	-	-	-	-	9,726	(5)	95,509
	8/18/2021	-	-	-	-	-	48,279	(5)	474,100
	4/25/2024	125,000 ⁽¹⁾	100	4/25/2034	-	-	-		-
Reshma Shetty	1/1/2020	-	-	-	-	-	9,726	(5)	95,509
	8/18/2021	-	-	-	-	-	48,279	(5)	474,100
	4/25/2024	125,000 ⁽¹⁾	100	4/25/2034	-	-	-		-
Mark Dmytruk	3/2/2021	-	-	-	-	-	4,968	(5)	48,786
	4/4/2021	-	-	-	-	-	144	(5)	1,414
	8/2/2021	-	-	-	1,256	(2) 12,334	-		-
	8/2/2021	-	-	-	42	(6) 412	768	(5)	7,542
	1/24/2022	-	-	-	715	(3) 7,021	-		-
	3/11/2022	-	-	-	3,909	(4) 38,386	-		-
	3/1/2023	-	-	-	12,235	(7) 120,148	-		-
	3/7/2024	-	-	-	22,348	(8) 219,457	-		-

- (1) The Founder Options granted to Dr. Kelly and Dr. Shetty on April 25, 2024 are subject to performance vesting tied to the achievement of four specified stock price hurdles within a five-year period. See “Compensation Discussion and Analysis – 2024 Compensation Decisions - 2024 Founder Compensation Program” above for additional information.
- (2) The restricted stock units granted to Mr. Dmytruk began vesting December 1, 2021 and will continue to vest in substantially equal monthly installments until July 1, 2025, generally subject to his continued service to Ginkgo through the applicable vesting date.
- (3) The restricted stock units granted to Mr. Dmytruk began vesting on January 1, 2023 and will continue to vest in monthly installments until January 1, 2028, generally subject to his continued service to Ginkgo through the applicable vesting date. The vesting schedule for this award is as follows: 5% vests at 12 months, then .83% per month for the next 12 months, 1.25% per month for the next 12 months, 1.67% per month for the next 24 months, and 2.5% per month for the remaining 12 months.

- (4) The restricted stock units granted to Mr. Dmytruk began vesting on April 1, 2022 and will continue to vest in substantially equal monthly installments until March 1, 2026, generally subject to his continued service to Ginkgo through the applicable vesting date.
- (5) Represents restricted stock earnout awards which vest in three substantially equal installments if the trading price per share of Ginkgo Class A common stock at any point during the trading hours of a trading day is greater than or equal to the following thresholds for any 20 trading days within any period of 30 consecutive trading days during the five-year period after the closing of the Business Combination: \$600.00, \$700.00 and \$800.00. For Mr. Dmytruk's restricted stock earnout award granted on August 2, 2021, once the performance condition has been satisfied, the shares will be subject to the same service-based vesting schedule applicable to Mr. Dmytruk's restricted stock units that have the same grant date as such restricted stock earnout award, as described in the footnotes to this table, subject to Mr. Dmytruk's continued service to Ginkgo through each applicable vesting date. Mr. Dmytruk's related restricted stock units granted on March 2, 2021 and April 4, 2021 met the service-based vesting requirement on November 1, 2024 and December 1, 2024, respectively, and therefore, if the performance condition is met, the restricted stock earnout awards granted on the same dates will vest. Dr. Kelly and Dr. Shetty's related restricted stock units met the service-based vesting requirement on October 1, 2022, and therefore, if the performance condition is met, the restricted stock earnout awards held by them will vest.
- (6) Represents restricted stock earnout awards for which the performance condition has been satisfied and for which the shares are now subject to the same service-based vesting schedule applicable to Mr. Dmytruk's restricted stock units that have the same grant date as such restricted stock earnout award, as described in the footnotes to this table, generally subject to Mr. Dmytruk's continued service to Ginkgo through the applicable vesting date.
- (7) The restricted stock units granted to Mr. Dmytruk began vesting on April 1, 2023 and will continue to vest in substantially equal monthly installments until March 1, 2027, generally subject to his continued service to Ginkgo through the applicable vesting date.
- (8) The restricted stock units granted to Mr. Dmytruk began vesting on April 1, 2024 and will continue to vest in substantially equal monthly installments until March 1, 2028, generally subject to his continued service to Ginkgo through the applicable vesting date.
- (9) Amount shown is based on the closing price of a share of Ginkgo Class A common stock of \$9.82 on December 31, 2024, the last trading day of fiscal year 2024.

Option Exercises and Stock Vested

The following table sets forth the stock awards held by Ginkgo's named executive officers that vested during the year ended December 31, 2024. No stock options held by any of Ginkgo's named executive officers were exercised during the year ended December 31, 2024.

Stock Awards

Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Jason Kelly	-	-
Reshma Shetty	-	-
Mark Dmytruk	29,613	777,527

(1) Amount shown is based on the closing price of a share of Ginkgo Class A common stock on the vesting date of the applicable stock awards.

Pension Benefits

None of our named executive officers participated in or received benefits from a pension plan during the year ended December 31, 2024 or in any prior year.

Nonqualified Deferred Compensation

None of our named executive officers participated in or received benefits from a nonqualified deferred compensation plan during the year ended December 31, 2024 or in any prior year.

Potential Payments Upon Termination of Employment or Change in Control

Founders, including Dr. Kelly and Dr. Shetty (Founder Options). If a Founder's employment with Ginkgo terminates as a result of his or her death or disability during the five-year vesting period applicable to the Founder Option, the vesting of any portion of the Founder Option that has satisfied the performance-based vesting criteria will accelerate. If a Founder's employment is terminated by Ginkgo without cause (as defined in the Founder Option award agreement) during the five-year vesting period, any portion of the Founder Option that has satisfied the performance-based vesting criteria will vest, with pro rata vesting if the 90-calendar-day average stock price is between two stock price hurdles at the time of such employment termination.

In the event of a change in control of Ginkgo (as defined in the 2021 Plan), any portion of the Founder Option that has satisfied the performance-based vesting criteria (i) will remain outstanding and eligible to vest (if the Founder Options are assumed in connection with the

transaction), or (ii) will vest upon consummation of the transaction (if the Founder Options are not assumed in connection with the transaction).

The Founder Options will be exercisable for shares of Class A Ginkgo common stock for ten years from the grant date. If a Founder exercises any portion of their Founder Option prior to the time such Founder Option vests by its terms, such Founder will receive restricted shares of Class A Ginkgo common stock, subject to the same vesting terms described above.

In the event a Founder's employment with Ginkgo terminates, any shares of Ginkgo common stock received in connection with the exercise of the Founder Options, on a post-tax basis, must be held for one year from the Founder's termination of employment. This one-year holding period will not apply following termination of the Founder's employment as a result of such Founder's death or disability, termination of such Founder's employment by Ginkgo without cause, or a change in control of Ginkgo.

Mr. Dmytruk. We have entered into an offer letter with Mr. Dmytruk pursuant to which he will be entitled to receive the following payments and benefits in the event his employment is terminated by Ginkgo without "cause" (as defined in the offer letter): (i) 12 months' severance pay based on his base salary rate on the date of such termination, to be paid in installments over the 12-month period following the termination date and (ii) up to 12 months' Company-paid health benefits continuation pursuant to COBRA, in each case subject to Mr. Dmytruk's execution of a general release of claims in favor of Ginkgo.

2021 Plan. Under the 2021 Plan, in the event of a change in control of the Company (as defined in the 2021 Plan) in which equity awards, including those held by our named executive officers, are not continued, converted, assumed or replaced with a comparable award in connection with such change in control, the equity awards will become fully vested, exercisable and/or payable, as applicable, and all forfeiture, repurchase and other restrictions on such equity awards will lapse as of such change in control, and such equity awards will be canceled upon the consummation of the change in control in exchange for the right to receive the change in control consideration payable to holders of our common stock.

The table below sets forth the severance benefits that would be payable to Dr. Kelly, Dr. Shetty and Mr. Dmytruk if his or her employment was terminated under the circumstances described below, in each case, on December 31, 2024. No amounts are included for Dr. Kelly and Dr. Shetty because the exercise price of the Founder Options is greater than the closing price of a share of Ginkgo Class A common stock of \$9.82 on December 31, 2024.

Name		Severance (\$)	Health Benefits Continuation (\$) ⁽¹⁾	Total (\$) ⁽²⁾
Mark Dmytruk	Involuntary Termination Without Cause	460,000	15,064	475,064
Name		Acceleration of Founder Option (\$)		Total (\$) ⁽²⁾
Jason Kelly	Death or Disability	-		-
	Involuntary Termination Without Cause	-		-
Reshma Shetty	Death or Disability	-		-
	Involuntary Termination Without Cause	-		-

(1) Amount shown is based on the health benefit premiums in effect on December 31, 2024 and assumes the full 12 months of Company-paid health benefits continuation.

(2) We have assumed that all equity awards would be assumed in a hypothetical change in control occurring on December 31, 2024 and, therefore, have not included any value with respect to such awards in this table.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are providing disclosure regarding the ratio of the annual total compensation of Jason Kelly, our CEO, to that of our median employee. We consider the pay ratio specified below to be a reasonable estimate, calculated in a manner intended to be consistent with Item 402(u) of Regulation S-K.

We identified the median employee by examining W-2 reported earnings for all U.S. employees, excluding our CEO, who were employed by us on December 31, 2024, whether employed on a full or part-time basis, with compensation annualized for any permanent employee that was not employed for all of 2024. As of December 31, 2024, our workforce consisted of 834 active employees, with 6 employees located in the Netherlands and 12 located in Switzerland. As permitted by SEC rules, we excluded our non-U.S. employees from our calculations, as the combined workforce in those non-U.S. countries comprised approximately 2.2% of our total global workforce as of this same date. After excluding our non-U.S. employees, we identified our median employee from a population of 816 U.S. employees.

After identifying the median employee based on reported earnings through December 31, 2024, we calculated the annual total compensation for 2024 for such employee using the same methodology we used for our NEOs as set forth in the Summary Compensation Table above.

For 2024, the value of the annual total compensation of the median employee was \$199,850. For 2024, the annual total compensation of our CEO was \$1,231,000. The resulting ratio of the two amounts is approximately 1:6.2. SEC rules allow companies to use a variety of methods and assumptions to estimate median employee compensation, and factors such as industry, geography, business model, and workforce composition will vary across companies.

Accordingly, the information above may not be comparable to information reported by other companies.

Pay Versus Performance

In accordance with rules adopted by the SEC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation for our principal executive officer (“PEO”) and our named executive officers other than our principal executive officer (“Other NEOs” or “Non-PEO NEOs”) and Company performance for the fiscal years listed below. The Compensation Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown. Each of our named executive officers (“NEOs”) became an NEO of the Company in connection with the Business Combination and prior to that time none of the NEOs of Old Ginkgo received any compensation.

We make our compensation decisions independently of disclosure requirements. We did not use financial performance measures when setting compensation goals and making compensation decisions for our NEOs during 2024. Accordingly, as we did not use financial performance measures to link executive compensation to our financial performance in 2024, we have not included any “company-selected measure” (within the meaning of the SEC’s rules) in the Pay Versus Performance Table, or provided a tabular list of financial performance measures.

Year	Summary Compensation Table Total for Jason Kelly ¹ (\$)	Compensation Actually Paid to Jason Kelly ^{1,2,3} (\$)	Average Summary Compensation Table Total for Non-PEO NEOs ¹ (\$)	Average Compensation Actually Paid to Non-PEO NEOs ^{1,2,3} (\$)	Value of Initial Fixed \$100 Investment Based on: ⁴		
					TSR (\$)	Peer Group TSR (\$)	Net Income (Loss) (\$ Thousands) ⁵
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
2024	1,231,000	(248,050)	1,505,500	(774,749)	2.02	67.96	(547)
2023	262,019	(766,187)	978,500	540,035	13.88	67.48	(893)
2022	262,500	(152,520,622)	1,228,975	(82,295,312)	13.88	62.62	(2,105)
2021	380,742,276	237,508,511	210,405,477	132,638,554	68.23	84.19	(1,830)

1. Jason Kelly became PEO on September 17, 2021, the date of the closing of the Business Combination. The individuals comprising the Non-PEO NEOs for each year presented are listed below.

2021*-2024

Reshma Shetty
Mark Dmytruk

*Dr. Shetty and Mr. Dmytruk each became NEOs on September 17, 2021, the date of the closing of the Business Combination.

2. The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 3 below and reflect compensation for the full year of 2021, consistent with the Summary Compensation Table disclosure.
3. Compensation Actually Paid has been calculated in accordance with Item 402(v) of Regulation S-K and reflects the exclusions and inclusions of certain amounts for the PEO and the Other NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards and Option Awards column are the totals from the Stock Awards and Option Awards columns set forth in the Summary Compensation Table. As of December 31, 2020, the end of the fiscal year prior to the date on which the Business Combination occurred (September 16, 2021), all awards were valued at \$0 as their performance conditions were not considered probable to be achieved as of that date. Certain restricted stock units were subsequently modified on November 17, 2021 such that the performance conditions were deemed to be met. The per-share values of the restricted stock earnout awards are estimated based on the use of a Monte Carlo valuation methodology and the probable outcome of the achievement of the performance conditions as determined in accordance with FASB ASC Topic 718 on the dates required to be reported in the tables below.

Year	Summary Compensation Table Total for Jason Kelly (\$)	Exclusion of Stock Awards and Option Awards for Jason Kelly (\$)	Inclusion of Equity Values for Jason Kelly (\$)	Compensation Actually Paid to Jason Kelly (\$)
2024	1,231,000	(981,000)	(498,050)	(248,050)

Year	Average Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Exclusion of Stock Awards and Option Awards for Non-PEO NEOs (\$)	Average Inclusion of Equity Values for Non-PEO NEOs (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2024	1,505,500	(1,150,500)	(1,129,749)	(774,749)

The amounts in the Inclusion of Equity Values in the tables above are derived from the amounts set forth in the following tables:

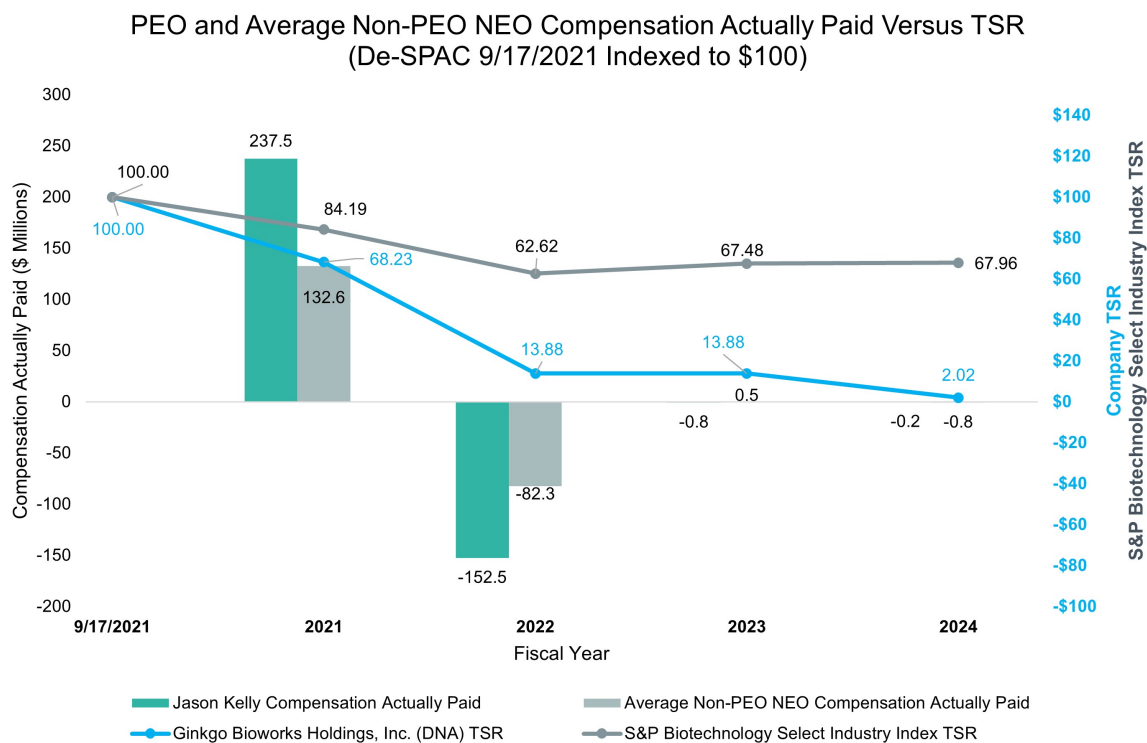
Year	Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Jason Kelly (\$)	Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Jason Kelly (\$)	Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Jason Kelly (\$)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Jason Kelly (\$)	Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Jason Kelly (\$)	Total - Inclusion of Equity Values for Jason Kelly (\$)
2024	82,000	(580,050)	—	—	—	(498,050)

Year	Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-PEO NEOs (\$)	Average Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Non-PEO NEOs (\$)	Average Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Non-PEO NEOs (\$)	Total - Average Inclusion of Equity Values for Non-PEO NEOs (\$)
2024	150,729	(843,981)	45,244	(481,741)	—	(1,129,749)

4. The peer group total shareholder return ("Peer Group TSR") set forth in this table utilizes the S&P Biotechnology Select Industry Index, which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the year ended December 31, 2024. The comparison assumes \$100 was invested in our Class A common stock and in the S&P Biotechnology Select Industry Index, respectively, for the period starting September 17, 2021 (the date our Class A common stock began trading on the NYSE after the closing of the Business Combination) through December 31 of the applicable year. Historical stock performance is not necessarily indicative of future stock performance.
5. The dollar amounts reported represent the amount of net income (loss) reflected in our audited financial statements for the applicable year.

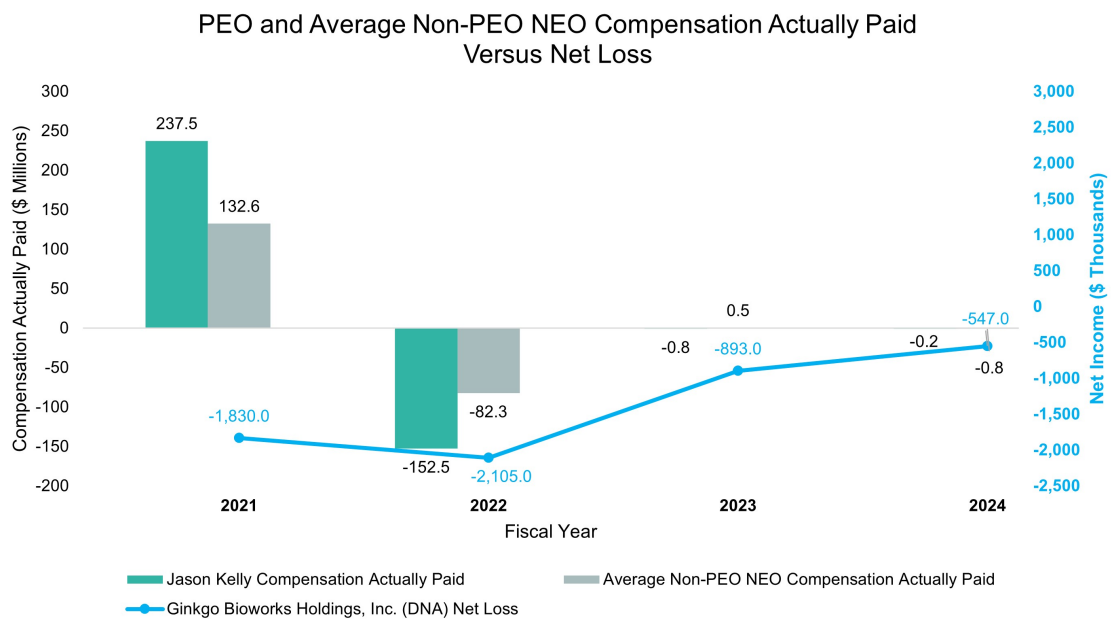
Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Company TSR ("TSR")

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Other NEOs, and the Company's cumulative TSR starting September 17, 2021 (the date our Class A common stock began trading on the NYSE after the Business Combination) through December 31, 2024. The following chart also compares the Company's cumulative TSR to the Peer Group TSR starting September 17, 2021 (the date our Class A common stock began trading on the NYSE after the Business Combination) through December 31, 2024.



Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Net Income (Loss)

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Other NEOs, and our Net Income (Loss) during the four most recently completed fiscal years.



Certain Relationships and Related Person Transactions

Exchange Agreement

In October 2021 and March 2022, Ginkgo entered into a first and second amended and restated shareholders agreement, respectively, with Viking Global Opportunities Illiquid Investments Sub-Master LP, a holder of more than 5% of Ginkgo's outstanding capital stock at the time of each agreement, pursuant to which Ginkgo agreed, subject to approval of the Board, to permit such shareholder to exchange a portion of its shares of Ginkgo Class A common stock for shares of Ginkgo Class C common stock on a 1-for-1 basis. The Board approved the exchange and Viking Global Opportunities Illiquid Investments Sub-Master LP effected the exchange in March 2022.

Director and Officer Indemnification

Ginkgo's Charter authorizes indemnification and advancement of expenses for its directors and officers to the fullest extent permitted by the Delaware General Corporation Law.

Commercial Relationship with Octant

Octant, whose chief executive officer is Sri Kosuri, a member of the Board, is a commercial partner of Ginkgo, and Jason Kelly, Ginkgo's chief executive officer, serves on Octant's board of directors. Octant has a commercial contract with Ginkgo pursuant to which Ginkgo provides Reconfigurable Automation Carts and associated software and support services to Octant. Ginkgo received approximately \$340,000 in revenue from Octant during the 2024 fiscal year pursuant to this contract.

Founder Relationship

Dr. Shetty is married to Ginkgo Founder and employee Dr. Canton. In 2024, Dr. Canton received a salary of \$250,000 and Founder Options, as further described in "2024 Founder Compensation Program" above.

Policies and Procedures for Related Person Transactions

Our written related person transaction policy sets forth the following policies and procedures for the review and approval or ratification of related person transactions.

A "Related Person Transaction" is a material transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and in which any related person had, has or will have a direct or indirect material interest. A transaction involving an amount exceeding \$120,000 is presumed to be a "material transaction." A "Related Person" means:

- any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;

- any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, executive officer, nominee or beneficial owner of more than 5% of any class of the Company's voting securities, and any other person (other than a tenant or employee) sharing the same household of such director, executive officer, nominee or beneficial owner of more than 5% of any class of the Company's voting securities; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest in any class of the Company's voting securities.

We have policies and procedures designed to minimize potential conflicts of interest arising from any dealings we may have with our affiliates and to provide appropriate procedures for the disclosure of any real or potential conflicts of interest that may exist from time to time. Specifically, pursuant to its charter, the Audit Committee has the responsibility to review related person transactions.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee was at any time during fiscal year 2024, or at any other time, one of our officers or employees. None of our executive officers has served as a director or member of a compensation committee (or other committee serving an equivalent function) of any entity, one of whose executive officers served as a director of our board of directors or member of the Compensation Committee, other than Jason Kelly, who serves as a director of Octant, Inc., whose Chief Executive Officer is Sri Kosuri. Please see "Certain Relationships and Related Party Transactions" above for more information on the transactions between the Company and Octant, Inc.

Independence of the Board of Directors

NYSE rules generally require that independent directors must comprise a majority of a listed company's board of directors. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, we have determined that each of the director nominees, Ross Fubini, Christian Henry, Sri Kosuri, Shyam Sankar and Harry E. Sloan, and representing a majority of Ginkgo's directors, are "independent" as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the NYSE.

Other Information

Expenses of Solicitation

The accompanying proxy is solicited by and on behalf of the Board, and the cost of such solicitation will be borne by Ginkgo. We will also supply proxy materials to brokers and other nominees to solicit proxies from beneficial owners, and we will reimburse them for their expenses in forwarding solicitation materials. Solicitations also may be made by personal interview, mail, telephone, and electronic communications by directors, officers, and other Ginkgo employees without additional compensation.

Other Matters

As of the date of this Proxy Statement there are no other matters that we intend to present, or have reason to believe others will present, at the Annual Meeting. If, however, other matters properly come before the Annual Meeting, the accompanying proxy authorizes the persons named as proxies or their substitutes to vote on such matters as they determine appropriate.

Proposals of Shareholders

To be considered for inclusion in the proxy statement and proxy card(s) for the 2026 Annual Meeting, proposals of shareholders pursuant to Rule 14a-8 under the Exchange Act must be submitted in writing to the Corporate Secretary of Ginkgo, at the address of our principal offices (see “General” on page 1 of this Proxy Statement), and must be received no later than Tuesday, December 30, 2025.

Our Bylaws include separate advance notice provisions applicable to shareholders desiring to bring proposals before an annual shareholders’ meeting other than pursuant to Rule 14a-8. These advance notice provisions require that, among other things, shareholders give timely written notice to the Secretary of Ginkgo regarding such proposals and provide the information and satisfy the other requirements set forth in the Bylaws.

To be timely, a shareholder who intends to present a proposal at the 2026 Annual Meeting of Shareholders other than pursuant to Rule 14a-8 must provide the information set forth in the Bylaws to the Secretary of Ginkgo no earlier than Thursday, February 12, 2026 and no later than Saturday, March 14, 2026. However, if we hold the 2026 Annual Meeting of Shareholders more than 30 days before, or more than 60 days after, the anniversary of the 2025 Annual Meeting date, then the information must be received no later than the 90th day prior to the 2026 Annual Meeting date or the tenth day after public disclosure of the 2026 Annual Meeting date, whichever is later. If a shareholder fails to meet these deadlines and fails to satisfy the requirements of Rule 14a-4 under the Exchange Act, we may exercise discretionary voting authority under proxies we solicit to vote on any such proposal as we determine appropriate. The submission of a shareholder proposal or proxy access nomination does not guarantee that it will be included in our proxy statement. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any nomination or proposal that does not comply with these and other applicable requirements.

In addition to satisfying the requirements under our Bylaws, shareholders who intend to solicit proxies in support of director nominees other than Ginkgo's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act (including a statement that such shareholder intends to solicit the holders of shares representing at least 67% of the voting power of Ginkgo's shares entitled to vote on the election of directors in support of director nominees other than Ginkgo's nominees) to comply with the universal proxy rules, which notice must be postmarked or transmitted electronically to Ginkgo at its principal executive offices no later than 60 calendar days prior to the anniversary date of the Annual Meeting (for the 2026 Annual Meeting, no later than Monday, April 13, 2026). However, if the date of the 2026 Annual Meeting is changed by more than 30 calendar days from the anniversary of the 2025 Annual Meeting, then notice must be provided by the later of 60 calendar days prior to the date of the 2026 Annual Meeting and the 10th calendar day following the day on which public announcement of the date of the 2026 Annual Meeting is first made.

Householding; Availability of Annual Report on Form 10-K and Proxy Statement

A copy of our combined Annual Report to Shareholders and Annual Report on Form 10-K for the year ended December 31, 2024 (together, the "2024 Annual Report") accompanies this Proxy Statement. If you and others who share your mailing address own common stock in street name, meaning through a bank, brokerage firm, or other nominee, you may have received a notice that your household will receive only one annual report and proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, from each company whose stock is held in such accounts. This practice, known as "householding," is designed to reduce the volume of duplicate information and reduce printing, postage and proxy tabulation costs. Unless you responded that you did not want to participate in householding, you were deemed to have consented to it, and a single copy of this Proxy Statement and the 2024 Annual Report (and/or a single copy of our Notice of Internet Availability of Proxy Materials) has been sent to your address. Each street name shareholder receiving this Proxy Statement by mail will continue to receive a separate voting instruction form.

If you would like to revoke your consent to householding and in the future receive your own set of proxy materials (or your own Notice of Internet Availability of Proxy Materials, as applicable), or if your household is currently receiving multiple copies of the same items and you would like in the future to receive only a single copy at your address, please contact Householding Department by mail at 51 Mercedes Way, Edgewood, New York 11717, or by calling 1-866-540-7095, and indicate your name, the name of each of your brokerage firms or banks where your shares are held, and your account numbers. The revocation of a consent to householding will be effective 30 days following its receipt. You will also have an opportunity to opt in or opt out of householding by contacting your bank or broker.

If you would like an additional copy of the 2024 Annual Report, this Proxy Statement, or the Notice of Internet Availability of Proxy Materials, these documents are available in digital form for download or review by visiting www.proxyvote.com. Alternatively, we will promptly send a copy of these documents to you without charge upon request by email to sendmaterial@proxyvote.com, or by calling 1-800-589-1639. Please note, however, that if you did not receive a printed copy of our proxy materials and you wish to receive your paper proxy

card(s) or voting instruction form or other proxy materials for the purposes of the Annual Meeting, you should follow the instructions included in your Notice of Internet Availability of Proxy Materials.



GINKGO BIOWORKS HOLDINGS, INC.
27 DRYDOCK AVENUE
8TH FLOOR
BOSTON, MA 02210



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on June 11, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/DNA2025

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on June 11, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V73688-P27841

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GINKGO BIOWORKS HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following:

Class A Shareholders

1. Election of Directors

Nominees:

1a. Ross Fubini

For Against Abstain

☐ ☐ ☐

1b. Christian Henry

☐ ☐ ☐

1c. Sri Kosuri

☐ ☐ ☐

1d. Shyam Sankar

☐ ☐ ☐

1e. Harry E. Sloan

☐ ☐ ☐

The Board of Directors recommends you vote FOR the following proposals:

2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

For Against Abstain

☐ ☐ ☐

3. Advisory vote to approve executive compensation.

☐ ☐ ☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

Please note there are two proxy cards, one for holders of Class A common stock and one for holders of Class B common stock. A shareholder who receives both a Class A proxy card and a Class B proxy card must vote the shares represented by each card separately.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice, Proxy Statement and Annual Report are available at www.proxyvote.com

V73689-P27841

**GINKGO BIOWORKS HOLDINGS, INC.
2025 Annual Meeting of Shareholders
June 12, 2025 8:00 a.m. Eastern Time
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Jason Kelly and Karen Tepichin, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A common stock, par value \$0.0001 per share, of GINKGO BIOWORKS HOLDINGS, INC. that the shareholder(s) is/are entitled to vote at the 2025 Annual Meeting of Shareholders to be held at 8:00 a.m., Eastern Time, on June 12, 2025, virtually at www.virtualshareholdermeeting.com/DNA2025, and any adjournment or postponement thereof.

Holders of Class B common stock, voting as a separate class, are entitled to elect two (2) directors at the 2025 Annual Meeting of Shareholders. Holders of Class A common stock and holders of Class B common stock, voting together as a single class, are entitled to elect five (5) directors at the 2025 Annual Meeting of Shareholders. Please refer to the Proxy Statement for details. The number of shares of Class A common stock entitled to vote appears on the back of this card.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side



GINKGO BIOWORKS HOLDINGS, INC.
27 DRYDOCK AVENUE
8TH FLOOR
BOSTON, MA 02210



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on June 11, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/DNA2025

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on June 11, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V73690-P27841

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

GINKGO BIOWORKS HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following:

Class B Shareholders

1. Election of Directors

Nominees:

1a. Ross Fubini

For Against Abstain

☐ ☐ ☐

1b. Christian Henry

☐ ☐ ☐

1c. Jason Kelly

☐ ☐ ☐

1d. Sri Kosuri

☐ ☐ ☐

1e. Shyam Sankar

☐ ☐ ☐

1f. Reshma Shetty

☐ ☐ ☐

1g. Harry E. Sloan

☐ ☐ ☐

The Board of Directors recommends you vote FOR the following proposals:

2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

For Against Abstain

☐ ☐ ☐

3. Advisory vote to approve executive compensation.

☐ ☐ ☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice, Proxy Statement and Annual Report are available at www.proxyvote.com

V73691-P27841

**GINKGO BIOWORKS HOLDINGS, INC.
2025 Annual Meeting of Shareholders
June 12, 2025 8:00 a.m. Eastern Time
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Jason Kelly and Karen Tepichin, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class B common stock, par value \$0.0001 per share, of GINKGO BIOWORKS HOLDINGS, INC. that the shareholder(s) is/are entitled to vote at the 2025 Annual Meeting of Shareholders to be held at 8:00 a.m., Eastern Time, on June 12, 2025, virtually at www.virtualshareholdermeeting.com/DNA2025, and any adjournment or postponement thereof.

Holders of Class B common stock, voting as a separate class, are entitled to elect two (2) directors at the 2025 Annual Meeting of Shareholders. Holders of Class A common stock and holders of Class B common stock, voting together as a single class, are entitled to elect five (5) directors at the 2025 Annual Meeting of Shareholders. Please refer to the Proxy Statement for details. The number of shares of Class B common stock entitled to vote appears on the back of this card.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side