
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)

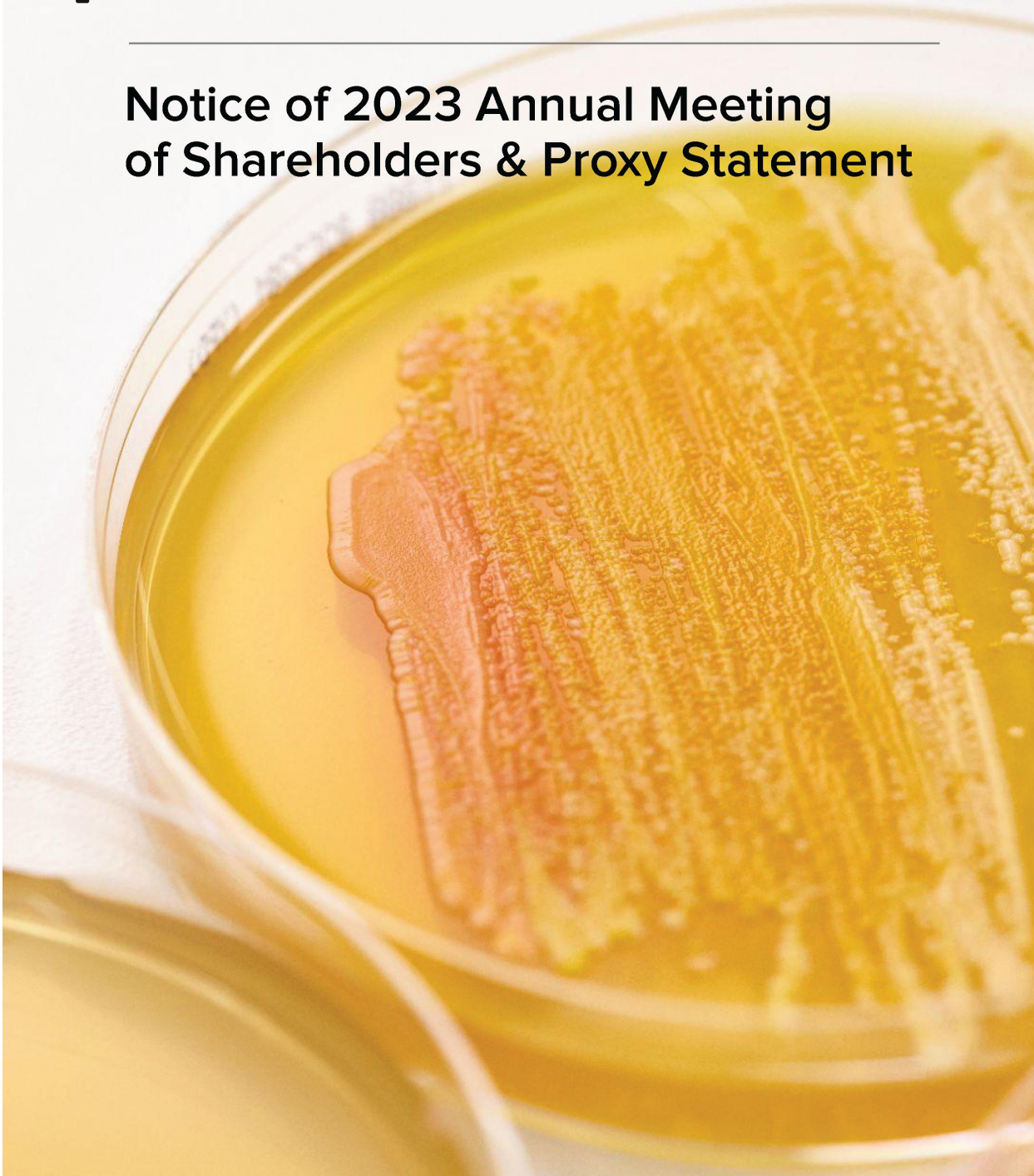
(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

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 2023 Annual Meeting of Shareholders & Proxy Statement



Notice of 2023 Annual Meeting of Shareholders & Proxy Statement

Friday, June 16, 2023
4:00 p.m. Eastern Time

Virtual Meeting Site: www.virtualshareholdermeeting.com/DNA2023

To Our Shareholders:

We welcome you to attend our 2023 Annual Meeting of Shareholders on Friday, June 16, 2023, at 4:00 p.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/DNA2023. 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. 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 2023 ANNUAL MEETING OF SHAREHOLDERS



Date and Time

Friday, June 16, 2023
4:00 p.m., Eastern Time



Virtual Meeting Site

www.virtualshareholdermeeting.com/DNA2023

Items of Business:

Our Board of Directors Recommends You Vote:

To elect the nine directors 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 Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023

FOR the ratification
of the appointment

To conduct an advisory vote to approve executive compensation

FOR approval of the executive compensation

To conduct an advisory vote on the frequency of advisory votes on executive compensation

To conduct advisory votes on executive compensation
EVERY YEAR

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 20, 2023 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 Friday, June 16, 2023. The Proxy Statement and our 2022 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 March 13, 2023 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.

Caring at Ginkgo: ESG is in our DNA

In the pages that follow, you will find information on the matters we will consider at our 2023 Annual Meeting of Shareholders.

Before that, we wanted to share a snapshot of our approach to caring at Ginkgo, and provide some updates from the past year.

At Ginkgo, we believe our platform can play an important role in addressing some of the major societal and environmental challenges that we face today. Further “caring how our platform is used” has always been a key lens through which we consider the choices we make as we grow our business, and, since 2020, has been an explicit part of our company-wide goal-setting framework.

Accordingly, last July, we published our inaugural Sustainability Report. Our report was guided by key ESG frameworks and standards (e.g., the Global Reporting Initiative (“GRI”) and Stakeholder Capitalism Metrics) as well as a third-party led materiality assessment (as defined by GRI).

Our sustainability report is organized across three themes:

- The Impact of Cell Programming (“Environmental”)
- Technology Isn’t Neutral (“Social”)
- Ownership Is the First Step in Caring (“Governance”)

After all, throughout the past year, the power of biology has become even more widely recognized. In fact, in September 2022, Jake Sullivan—President Biden’s national security adviser—announced that the U.S. government expects biotechnology to have “outsized importance over the coming decade” in the context of geopolitical competition, because of the ability to “read, write, and edit genetic code, which has rendered biology programmable.”

To this end, President Biden issued an Executive Order on Advancing Biotechnology and Biomanufacturing for a Sustainable, Safe and Secure American Bioeconomy and the U.S. government has launched a new National Biotechnology and Biomanufacturing Initiative. Both are meant to unlock synthetic biology innovations for health, climate change, energy, food security, agriculture, supply chain resilience, and national and economic security. For example, among other goals, the new initiative aspires to leverage synthetic biology to reduce emissions in agriculture, and to produce at least 30% of the U.S. chemical demand via sustainable bio-manufacturing pathways. The Biden Administration also released a National Biodefense Strategy and Implementation Plan, underscoring that advances in biotechnology must be accompanied by robust capabilities to counter biological threats, whether naturally-occurring, accidental, or deliberate.

We no longer question if biotechnology will transform a given industry, we simply question whether we are creative enough to imagine how. The modern tools of biotechnology, when deployed at scale, offer an unprecedented opportunity to transform the way the world detects and responds to pandemics. With this in mind, we are working to expand our biosecurity offering and to deploy new capabilities to prepare for future biological threats. For example, we are collaborating with the Ukraine Ministry of Health to launch a wastewater testing pilot program to

inform decisions to help reduce the infectious disease burden on the Ukrainian population and healthcare infrastructure.

We launched our biosecurity and public health unit, Concentric by Ginkgo, at the beginning of the COVID-19 pandemic. Since then, we have tested over 11 million individual samples and sequenced more than 51,000 viral genomes. Beyond the U.S., we now have active programs, pilots, or Memoranda of Understanding in nine countries, ranging from piloting agricultural monitoring of antimicrobial resistance in Australia to expansion of our travel biosecurity program.

We partner with the U.S. Centers for Disease Control and Prevention to operate the Traveler-based SARS-CoV-2 Genomic Surveillance program at seven major international airports in the U.S. (JFK, EWR, SFO, ATL, SEA, LAX, and IAD). The program detected Omicron sublineages BA.2 and BA.3 one and six weeks, respectively, before they were reported in the U.S., and has been early to detect several other emerging variants, maximizing time for response and development of medical countermeasures. We are working to launch analogous programs internationally as we establish a global pathogen monitoring network.

Later this year, we will release an update to our 2021 Sustainability Report, *Caring at Ginkgo*. The update will elaborate on our approach to care across each of our three thematic areas. After all, our long-term commitment to care drives our engagement with customers who seek positive long-term impact, efforts in building large-scale biosecurity, and our culture and modes of governance.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

To Be Held on June 16, 2023

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 4:00 p.m., Eastern Time, on Friday, June 16, 2023, 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 and reduces the carbon footprint of our activities. Shareholders may participate in the Annual Meeting at www.virtualshareholdermeeting.com/DNA2023 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 28, 2023.

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 20, 2023, 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 1,580,358,326 shares of Ginkgo Class A common stock and 380,373,382 shares of Ginkgo Class B common stock outstanding and entitled to vote. Each holder of record of Ginkgo Class A shares of 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 Ginkgo Class B shares of 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; "FOR" the approval of executive compensation; and to conduct advisory votes on executive compensation "EVERY YEAR." 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 and reduces the carbon footprint of our activities. 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 Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023, 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 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 seven 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 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 and reduces the carbon footprint of our activities.

You are entitled to participate in the Annual Meeting if you were a shareholder as of the close of business on Thursday, April 20, 2023, 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/DNA2023 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/DNA2023. 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 3:45 p.m., Eastern Time, approximately 15 minutes before the meeting starts on Friday, June 16, 2023. If you have difficulty accessing the meeting, please call 844-986-0822 (toll free) or 303-562-9302 (international). We will have technicians available to assist you.

ITEM 1 – ELECTION OF DIRECTORS

In accordance with our Bylaws, the Board has fixed the number of directors constituting the Board at nine. The Board, based on the recommendation of the Nominating and Corporate Governance Committee, proposed that the following nine 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:

- Arie Beldegrun
- Marijn E. Dekkers
- Kathy Hopinkah Hannan
- Christian Henry
- Jason Kelly
- Reshma Kewalramani
- Shyam Sankar
- Reshma Shetty
- Harry E. Sloan

Each of the nominees is currently a director of Ginkgo. Of the nine 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 seven 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. Biographical and related information on each nominee is set forth below.

The Board expects that the nine 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 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

Jason Kelly

Chief Executive Officer and
Founder of Ginkgo

Background

Dr. 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: CMLI), 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: 42
Director since: 2008

Board committees: None

Other current public company
boards: None

Reshma Shetty

President, Chief Operating
Officer and Founder of
Ginkgo

Background

Dr. 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.

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: 42
Director since: 2008

Board committees: None

Other current public company
boards: None

Arie Beldegrun, M.D.

Executive Chairman and
Co-Founder of Allogene
Therapeutics

Background

Dr. Beldegrun is a leader in the field of cell and gene therapy. Dr. Beldegrun is a co-founder of Allogene Therapeutics Inc., a clinical stage biotechnology company focused on pioneering the development of allogeneic chimeric antigen receptor T cell (AlloCAR T™) therapies for cancer. He has served as Executive Chairman of its board of directors since November 2017. Dr. Beldegrun also founded Kite Pharma, Inc., a biopharmaceutical company engaged in the development of innovative cancer immunotherapies, where he served as President and Chief Executive Officer from March 2014 until its acquisition by Gilead Sciences, Inc. in October 2017 and as a member of its board of directors from June 2009 until October 2017. Dr. Beldegrun is the Chairman of Bellco Capital LLC, a position he has held since 2004. He also serves as Chairman of Two River Group Holdings LLC, a position he has held since June 2009, UroGen Pharma, Ltd., a position he has held since December 2012, and Kronos Bio, Inc., a position he has held since November 2017, and as co-Chairman of Breakthrough Properties LLC, a position he has held since April 2019. He is the co-Founder of IconOVir Bio, Inc. and has served as a member of its board of directors since June 2020, and is also the co-Founder Vida Ventures, LLC, a life science venture group with offices in Boston and Los Angeles, where he has served as Senior Managing Director since November 2017. Dr. Beldegrun is the director of the University of California at Los Angeles's ("UCLA") Institute of Urologic Oncology at the David Geffen School of Medicine at UCLA, where he also is a Research Professor, holding the Roy and Carol Doumani Chair in Urologic Oncology. Prior to joining UCLA, Dr. Beldegrun was at the National Cancer Institute/National Institute of Health as a research fellow in surgical oncology and immunology. Dr. Beldegrun received his M.D. from the Hebrew University Hadassah Medical School in Israel, after which he completed his post-graduate studies in Immunology at the Weizmann Institute of Science and his residency in urologic surgery at Harvard Medical School. Dr. Beldegrun is certified by the American Board of Urology and is a Fellow of the American Association of Genitourinary Surgeons. Dr. Beldegrun has authored several books on oncology and more than 500 scientific and medical papers related to urological cancer, immunotherapy, gene therapy and cancer vaccines.

Qualifications and Skills

We believe that Dr. Beldegrun is qualified to serve on our Board due to his extensive knowledge as a leader in the field of cell and gene therapy.

Age: 73
Director since: 2021

Board committees: Compensation

**Other current public company
boards:** Allogene Therapeutics, Inc., Kronos
Bio, Inc., and UroGen Pharma, Ltd.

Marijn E. Dekkers

Founder and Chairman of
Novalis LifeSciences, LLC

Background

Dr. Dekkers is the Founder and Chairman of Novalis LifeSciences LLC, an investment and advisory firm for the Life Science industry that he founded in 2017. Before that, from 2010 to 2016, Dr. Dekkers served as Chief Executive Officer of Bayer AG. Prior to his time at Bayer, from 2002 to 2009, he served as Chief Executive Officer of Thermo Fisher Scientific. Dr. Dekkers currently serves as a director on the boards of Quantum-SI, Inc. and Cerevel Therapeutics Holdings, Inc., as well as Georgetown University and the Foundation for the National Institutes of Health. He is a former director of Unilever, General Electric and Biogen. Dr. Dekkers began his career in 1985 as a research scientist at General Electric's Corporate R&D Center. Dr. Dekkers received his PhD and M.S. in chemical engineering from the University of Eindhoven and his B.S in chemistry from the Radboud University.

Qualifications and Skills

We believe that Dr. Dekkers is qualified to serve on our Board due to his extensive knowledge of the life sciences industry, his familiarity with our company and his prior director service.

Age: 65

Director since: 2019

Board committees: None

Other current public company boards: Quantum-SI, Inc. and Cerevel Therapeutics Holdings, Inc.

Kathy Hopinkah Hannan

Former Senior Partner, KPMG LLP

Background

Dr. Hannan is a retired senior partner from KPMG LLP, where she served as a Global Lead Partner, National Managing Partner, and Vice Chair of Human Resources. She has extensive governance experience through her corporate board roles with Annaly Capital Management (NYSE: NLY), Otis Worldwide Corporation (NYSE: OTIS), and Carpenter Technology Corporation (NYSE: CRS), as well as her previous 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 on the Committee to establish the Board of Directors for the Ho-Chunk Tribe's corporation under Section 17 of the Indian Reorganization Act and was a presidential appointee to the National Advisory Council on Indian Education. 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: 61

Director since: 2022

Board committees: Compensation

Other current public company boards: Annaly Capital Management, Inc., Otis Worldwide Corporation and Carpenter Technology Corporation

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 Sugen, 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: 55
Director since: 2016

Board committees: Audit and Compensation

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

Reshma Kewalramani

Chief Executive Officer and
President of Vertex
Pharmaceuticals, Inc.

Background

Dr. Kewalramani has been the Chief Executive Officer and President of Vertex Pharmaceuticals Inc. since April 2020 and a member of Vertex's Board of Directors since February 2020. Dr. Kewalramani was Vertex's Executive Vice President and Chief Medical Officer from April 2018 through April 2020. She was Vertex's Senior Vice President, Late Development from February 2017 until March 2018. From August 2004 to January 2017, she served in roles of increasing responsibility at Amgen Inc., most recently as Vice President, Global Clinical Development, Nephrology & Metabolic Therapeutic Area and as Vice President, U.S. Medical Organization. From 2014 through 2019, Dr. Kewalramani was the industry representative to the FDA's Endocrine and Metabolic Drug Advisory Committee. She completed her internship and residency in Internal Medicine at the Massachusetts General Hospital and her fellowship in Nephrology at the Massachusetts General Hospital and Brigham and Women's Hospital combined program. Dr. Kewalramani holds a B.A. from Boston University and an M.D. from Boston University School of Medicine. Dr. Kewalramani also completed the General Management Program at Harvard Business School and is an alumnus of the school.

Qualifications and Skills

We believe that Dr. Kewalramani is qualified to serve on our Board due to her extensive experience serving in senior roles at various pharmaceutical companies.

Age: 50
Director since: 2021

Board committees: Nominating and
Corporate Governance

Other current public company boards: Vertex
Pharmaceuticals, Inc.

Shyam Sankar

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

Background

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: 41
Director since: 2015

Board committees: Audit, 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, 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. Mr. Sloan has served as a director of Lions Gate Entertainment Corporation since December 2021, Skillz, Inc. since December 2020 and DraftKings Inc. since April 2020. He was a director of Soaring Eagle Acquisition Corp. from October 2020 until September 2021, Flying Eagle Acquisition Corp. from March 2020 until December 2020, Diamond Eagle Acquisition Corp. from May 2019 until April 2020, and Videocon d2h Limited from May 2016 until April 2018. 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, business leadership, and operational experience.

Age: 73
Director since: 2021

Board committees: Audit

**Other current public company
boards:** Lions Gate Entertainment
Corporation, Skillz Inc. and DraftKings 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 six independent director nominees, two are women, three are from an underrepresented racial/ethnic group, and four have served for five or fewer 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
0-5 Years	Five
5-10 Years	Two
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 Marijn E. Dekkers. 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 shareholders and other stakeholders 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, as well as CEO succession planning. 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.

Shareholder Engagement

As a newly public company, Ginkgo remains focused on building and maintaining understanding and trust with all of our stakeholders. 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 stakeholders 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 stakeholders has not only enabled Ginkgo to share our priorities and vision but also understand shareholder and other stakeholder feedback and concerns. These observations have helped us to refine our engagement with all our stakeholders 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 2022, our Board held 10 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 2022.

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 New York Stock Exchange ("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
Arie Beldegrun		x	
Kathy Hopinkah Hannan ¹		x	
Christian Henry	x	x	
Reshma Kewalramani ²			x
Shyam Sankar ³	x	x	x
Harry E. Sloan	x		

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Total Meetings	6	5	4

¹ Dr. Hannan was appointed to the Compensation Committee effective as of April 14, 2023.

² Marijn E. Dekkers served on the Nominating & Corporate Governance Committee until Dr. Kewalramani's appointment on March 25, 2022.

³ Marijn E. Dekkers served on the Audit Committee until Mr. Sankar's appointment on February 19, 2022.

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, Harry E. Sloan, and Shyam Sankar. Dr. Dekkers served on the Audit Committee until February 19, 2022. Each of Messrs. Henry, Sankar and Sloan 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.

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, Arie Beldegrun, Christian Henry and Kathy Hopinkah Hannan. Each of Messrs. Sankar, Beldegrun and Henry and Dr. Hannan qualify as an independent director under the NYSE corporate governance standards.

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

- (1) setting Ginkgo's compensation programs and 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 section entitled "Role of Executive Officers" below.

Nominating and Corporate Governance Committee

Ginkgo has a Nominating and Corporate Governance Committee, consisting of Reshma Kewalramani, who serves as the chairperson, and Shyam Sankar. Dr. Dekkers served on the Nominating and Corporate Governance Committee until March 25, 2022. Each of Dr. Kewalramani and Mr. Sankar qualify as an independent director under the NYSE corporate governance standards.

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 directors then serving attended the 2022 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 and intends to be present in person at the meeting;
- 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 2024 Annual Meeting of Shareholders, a director candidate recommendation must be received by the Secretary of Ginkgo no earlier than Saturday, February 17, 2024 and no later than Monday, March 18, 2024. However, if we hold the 2024 Annual Meeting of Shareholders more than 30 days before, or more than 60 days after, the anniversary of the 2023 Annual Meeting date, then the information must be received no later than (i) the 90th day prior to the 2024 Annual Meeting date or (ii) the tenth day after public disclosure of the 2024 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 2024 Annual Meeting, no later than Wednesday, April 17, 2024). However, if the date of the 2024 Annual Meeting is changed by more than 30 calendar days from such anniversary date, then notice must be provided by the later of 60 calendar days prior to the

date of the 2024 Annual Meeting and the 10th calendar day following the day on which public announcement of the date of the 2024 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 stockholder 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.

Ginkgo's non-employee directors receive the following amounts for their services on the Board under the non-employee director compensation program:

Cash Compensation

- An annual director fee of \$50,000; and
- 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;
 - Lead independent director, \$25,000;
 - Chair of the Audit Committee, \$20,000;
 - Audit Committee member other than the chair, \$10,000;
 - Chair of the Compensation Committee, \$15,000;
 - Compensation Committee member other than the chair, \$7,500;
 - Chair of the Nominating and Corporate Governance Committee, \$10,000; and
 - Nominating and Corporate Governance Committee member other than the chair, \$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

- Generally, each non-employee director who is initially elected to the Board will receive (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 "Additional 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 Additional 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 restricted stock units 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 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 Additional 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 restricted stock units granted under the program is subject to the non-employee director's continued service through each applicable vesting date. In the event of a change in control of Ginkgo, the options and restricted stock units granted under the program will vest in full.

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, 2022.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Total (\$)
Arie Belldégrun	57,500	199,997	306,015	563,512
Marijn E. Dekkers	89,583	199,997	306,015	595,595
Kathy Hopinkah Hannan ⁽³⁾	20,652	170,958	813,393	1,005,003
Christian Henry	77,500	199,997	306,015	583,512
Reshma Kewalramani	58,944	199,997	306,015	564,956
Shyam Sankar	78,722	199,997	306,015	584,734
Harry E. Sloan	60,000	199,997	306,015	566,012

(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 restricted stock units and options granted during 2022 computed in accordance with ASC Topic 718 rather than the amounts paid

to or realized by the named individual. We provide information regarding the assumptions used to calculate the grant date fair value of all restricted stock units and options made to our directors in Note 13 to the consolidated financial statements included in our 2022 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) Dr. Hannan was appointed to the Board effective as of August 2, 2022. She was appointed to the Compensation Committee effective as of April 14, 2023.

The table below shows the aggregate number of options (exercisable and unexercisable), restricted stock and restricted stock units held as of December 31, 2022 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 (#)
Arie Beldegrun	108,516	-	70,921
Marijn E. Dekkers	108,516	281,217	70,921
Kathy Hopinkah Hannan	271,131	-	56,986
Christian Henry	108,516	175,911	163,602
Reshma Kewalramani	177,947	-	70,921
Shyam Sankar	108,516	175,911	70,921
Harry E. Sloan	108,516	-	70,921

ITEM 2 – RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG 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 registered public accounting firm of Ernst & Young LLP ("EY") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2023. EY has served as our independent registered public accounting firm since 2018. The Audit Committee considered a number of factors in determining whether to re-engage EY as the Company's independent registered public accounting firm, including the length of time the firm has served in this role, the firm's professional qualifications and resources, the firm's past performance, and the firm's capabilities in handling the breadth and complexity of our business, as well as the potential impact of changing our independent registered public accounting firm.

The Board and the Audit Committee believe that the continued retention of EY 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 EY, the Audit Committee will evaluate the shareholder vote when considering the selection of a registered public accounting firm for the audit engagement for the 2024 fiscal year. In addition, if shareholders ratify the selection of EY as the Company's independent registered public accounting firm, the Audit Committee may nevertheless periodically request proposals from the major registered public accounting firms and as a result of such process may select EY 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 EY as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

Independent Registered Public Accounting Firm

Representatives of EY 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 September 16, 2021, the Audit Committee of the Ginkgo Board approved the engagement of EY as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for the year ending December 31, 2021. WithumSmith+Brown, PC ("WSB") served as independent registered public accounting firm of Soaring Eagle Acquisition Corp. ("SRNG") prior to the consummation of its business combination with Ginkgo Bioworks, Inc. ("Old Ginkgo"), whereas SRNG's jurisdiction of incorporation was changed from the Cayman Islands to the State of Delaware (the "Domestication"), and Old Ginkgo became a wholly owned subsidiary of SRNG (the "Merger" and, together with the Domestication, the "Business Combination"). Accordingly, WSB was informed that it would be replaced by EY as the Company's independent registered public accounting firm.

The reports of WSB on SRNG's, the Company's legal predecessor, balance sheet as of December 31, 2020 and the statements of operations, changes in shareholder's equity and cash flows for the period from October 22, 2020 (date of inception) through December 31, 2020, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainties, audit scope or accounting principles.

During the period from October 22, 2020 (date of inception) through December 31, 2020 and the subsequent interim period through September 16, 2021, there were no disagreements between the Company and WSB on any matter of accounting principles or practices, financial disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of WSB, would have caused it to make reference to the subject matter of the disagreements in its reports on the Company's financial statements for such period.

During the period from October 22, 2020 (date of inception) through December 31, 2020 and the subsequent interim period through September 16, 2021, there were no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K under the Exchange Act).

During the period from October 22, 2020 (inception) to the date the Board approved the engagement of EY as the Company's independent registered public accounting firm, SRNG did not consult with EY on matters that involved the application of accounting principles to a specified transaction, the type of audit opinion that might be rendered on SRNG's consolidated financial statements or any other matter that was either the subject of a disagreement or reportable event.

We provided WSB with a copy of the foregoing disclosures and requested that WSB furnish us with a letter addressed to the SEC stating whether it agrees with the statements made by Ginkgo set forth above. A copy of WSB's letter, dated September 17, 2021, was filed as Exhibit 16.1 to the Current Report on Form 8-K filed with the SEC on September 20, 2021.

Fee Information

The following table provides a summary of the aggregate fees incurred for EY's services for 2022 and 2021.

	Fiscal year ended December 31,	
	2022	2021
Audit fees (a)	\$8,262,760	\$4,017,109
Audit-related fees (b)	—	—
Tax fees (c)	\$402,000	\$321,794
All other fees (d)	—	—
Total fees	\$8,664,760	\$4,338,903

- (a) 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 for 2022 also included professional services rendered for the audit of our internal controls over financial reporting.
- (b) 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 2022 or 2021.
- (c) Tax fees were for professional services rendered by EY for tax compliance, tax advice, and tax planning.
- (d) 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 2022 or 2021.

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, 2022 (the "Audited Financial Statements"). The Audit Committee has discussed with Ernst & Young LLP, the Company's independent registered public accounting firm, 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, 2022, for filing with the Securities and Exchange Commission.

The Audit Committee:

Christian Henry
Shyam Sankar
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.

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, 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.

ITEM 4 – ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Exchange Act, we are asking shareholders to cast an advisory vote on the frequency of future advisory votes on executive compensation. Shareholders may specify whether they prefer such votes to occur every year, every two years, or every three years, or they may abstain.

The Board recommends that such vote occur every year so that shareholders can provide timely, direct input on our executive compensation program.

Although the shareholders' vote on this proposal is not binding, the Board will consider the voting results in determining the frequency of future advisory votes. Notwithstanding the Board's recommendation and the outcome of the shareholder vote, the Board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with shareholders and the adoption of material changes to compensation programs.

The Board of Directors recommends a vote, on an advisory basis, to conduct advisory votes on executive compensation “EVERY YEAR”.

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 1,580,300,943 shares of Ginkgo Class A common stock and 380,384,907 shares of Ginkgo Class B common stock issued and outstanding as of April 7, 2023 unless otherwise specified.

Name of Beneficial Owner	Class A common stock		Class B common stock		% of Total Voting Power**
	Shares	%	Shares	%	
Directors and Executive Officers of Ginkgo		—			
Jason Kelly ⁽¹⁾	9,894,680	*	81,657,653	21.5%	15.4%
Reshma Shetty ⁽²⁾	26,932,798	1.7%	164,094,824	43.1%	31.0%
Mark Dmytruk ⁽³⁾	728,924	*	633,587	*	*
Arie Beldegrun ⁽⁴⁾	593,410	*	—	—	*
Marijn Dekkers ⁽⁵⁾	7,788,637	*	—	—	*
Kathy Hopinkah Hannan	61,986	*	-	-	*
Christian Henry ⁽⁶⁾	1,295,881	*	—	—	*
Reshma Kewalramani	80,739	*	—	—	*
Shyam Sankar ⁽⁷⁾	1,331,874	*	—	—	*
Harry E. Sloan	70,921	*	—	—	*
All Directors and Executive Officers of Ginkgo as a Group (10 individuals)	48,779,850	1.7%	246,386,064	64.6%	46.4%
5% Beneficial Owners of Ginkgo					
Entities affiliated with Anchorage Capital Group ⁽⁸⁾	69,904,593	4.4%	—	—	1.3%
Bartholomew Canton ⁽⁹⁾	26,932,798	1.7%	164,094,824	43.1%	31.0%
Austin Che ⁽¹⁰⁾	16,294,686	1.0%	80,147,413	21.1%	15.2%
Entities affiliated with Baillie Gifford & Co. ⁽¹¹⁾	244,176,643	15.5%	—	—	4.5%
Cascade Investment, L.L.C. ⁽¹²⁾	151,865,481	9.6%	—	—	2.8%
Thomas Knight ⁽¹³⁾	62,443,355	4.0%	8,972,183	2.4%	2.8%
Viking Global Investors L.L.C. ⁽¹⁴⁾	143,085,126	9.1%	—	—	2.7%
The Vanguard Group ⁽¹⁵⁾	101,521,280	6.4%	—	—	1.9%
ARK Investment Management LLC ⁽¹⁶⁾	144,384,067	9.1%	—	—	2.7%

- * 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 2022 Annual Report on Form 10-K as Exhibit 4.2.
- (1) Consists of (a) 9,894,680 shares of Ginkgo Class A common stock and 69,929,596 shares of Ginkgo Class B common stock held by Dr. Kelly and (b) 11,728,057 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) 13,466,404 shares of Ginkgo Class A common stock and 2,320,344 shares of Ginkgo Class B common stock held by Dr. Shetty, (b) 70,189,783 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) 8,245,491 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) 2,583,588 shares of Ginkgo Class B common stock held by two family trusts and (e) 13,466,394 shares of Ginkgo Class A common stock and 80,755,618 shares of Ginkgo Class B common stock beneficially owned by Dr. Shetty's spouse, as reported in footnote (9) 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) 729,664 shares of Ginkgo Class A common stock and 633,587 shares of Ginkgo Class B common stock held by Mr. Dmytruk.
- (4) Consists of (a) 89,662 shares of Ginkgo Class A common stock held directly by Dr. Belldegrun, (b) 3,748 shares that Dr. Belldegrun has the right to acquire upon exercise of Ginkgo warrants held directly by Dr. Belldegrun, and (c) 500,000 shares of Ginkgo Class A common stock held by Belco Legacy LLC. Belco Legacy LLC is owned and managed by trusts controlled by Dr. Belldegrun.
- (5) Consists of (a) 2,008,273 shares of Ginkgo Class A common stock held by Dr. Dekkers and (b) 5,780,364 shares of Ginkgo Class A common stock held by Novalis LifeSciences Investments I, L.P. ("Novalis LifeSciences"). Dr. Dekkers, the Manager of the general partner of Novalis LifeSciences, has sole voting and dispositive power over the shares held by Novalis LifeSciences and, as a result, may be deemed to share beneficial ownership of the shares held by Novalis LifeSciences. The address for this shareholder is 1 Liberty Lane, Suite 100, Hampton, NH 03842.
- (6) Consists of (a) 1,295,881 shares of Ginkgo Class A common stock held by Mr. Henry.
- (7) Consists of (a) 1,331,874 shares of Ginkgo Class A common stock held by Mr. Sankar.

- (8) Consists of (a) 34,454,177 shares of Ginkgo Class A common stock held by Anchorage Illiquid Opportunities Master VI (A), L.P. and (b) 34,454,177 shares of Ginkgo Class A common stock held by Anchorage Illiquid Opportunities Offshore Master V, L.P. (c) 946,239 shares of Ginkgo Class A common stock held for the account of ACOMO (d) 50,000 Shares the Reporting Persons have the right to acquire upon exercise of warrants ("Warrants") held for the account of ACOMO Anchorage Advisors Management, L.L.C. is the sole managing member of Anchorage Capital Group, L.L.C. ("Anchorage"), which in turn is the investment manager of AIOM VI and AIOM V. Mr. Kevin Ulrich is the Chief Executive Officer of Anchorage and the senior managing member of Anchorage Advisors Management, L.L.C. As such, each of the foregoing persons may be deemed to have voting and dispositive power over the shares held by AIOM VI and AIOM V. Each of the foregoing persons disclaims beneficial ownership of the shares held by AIOM VI and AIOM V, except of any pecuniary interests therein. The address for these shareholders is 610 Broadway, 6th Floor, New York, NY 10012. Data was obtained from 13G/A that was filed with the Securities and Exchange Commission on February 14, 2023.
- (9) Consists of (a) 13,466,394 shares of Ginkgo Class A common stock and 2,320,344 shares of Ginkgo Class B common stock held by Dr. Canton, (b) 70,189,783 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) 8,245,491 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) 2,583,588 shares of Ginkgo Class B common stock held by two family trusts, and (e) 13,466,404 shares of Ginkgo Class A common stock and 80,755,618 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.
- (10) Consists of (a) 14,294,686 shares of Ginkgo Class A common stock and 2,320,344 shares of Ginkgo Class B common stock held by Dr. Che, (b) 2,000,000 shares of Ginkgo Class A common stock and 76,927,069 shares of Ginkgo Class B common stock held by Austin Che Revocable Trust, over which Dr. Che has sole voting and dispositive power, (c) 822,206 shares of Ginkgo Class B common stock held by a family trust, and (d) 77,794 shares of Ginkgo Class B common stock held by a marital trust.
- (11) Consists of 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 13G/A that was filed with the Securities and Exchange Commission on January 23, 2023.

- (12) Consists of shares of Ginkgo Class A common stock. All shares of Ginkgo Class A common stock to be held by Cascade Investment, L.L.C. following the Closing 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 13G/A that was filed with the Securities and Exchange Commission on September 24, 2021.
- (13) Consists of (a) 24,201,842 shares of Ginkgo Class A common stock held of record by Dr. Knight; (b) 8,972,183 shares of Ginkgo Class B common stock held of record by Dr. Knight; (c) 35,293,804 shares of Ginkgo Class A common stock held of record by the Knight Family Trust dated August 20, 2019 (the “Family Trust”); and (d) 2,947,709 shares of Ginkgo Class A common stock held of record by the Frances Y. Knight Marital Share Family Trust dated March 2, 2021 (the “Family Trust—Marital Share”). Dr. Knight has the power to withdraw the shares of Class A Common Stock from the Family Trust and Family Trust—Marital Share in exchange for assets of equivalent value at his sole discretion and for his sole benefit. As such, Dr. Knight may be deemed to share beneficial ownership over these shares. The shares of Ginkgo Class B common stock may be redeemed by the holder at any time for shares of Ginkgo Class A common stock on a one-to-one basis.
- (14) Consists of 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 13G/A that was filed with the Securities and Exchange Commission on February 9, 2023.
- (15) Consists of shares of Ginkgo Class A common stock held by The Vanguard Group. The address for this shareholder is 100 Vanguard Blvd, Malvern, PA 19355. Data was obtained from 13G/A that was filed with the Securities and Exchange Commission on February 9, 2023.
- (16) Consists of shares of Ginkgo Class A common stock held by ARK Investment Management LLC. The address for this shareholder is 200 Central Ave, St. Petersburg, FL 33701. Data was obtained from 13G/A that was filed with the Securities and Exchange Commission on February 10, 2023.

Executive Officers

Our executive officers as of April 28, 2023 are as follows:

Name	Age	Position
Jason Kelly	42	Chief Executive Officer and Founder; Director
Reshma Shetty	42	President, Chief Operating Officer and Founder; Director
Mark Dmytruk	51	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 2022, and therefore, are also our "named executive officers" for 2022. 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

We became a public company in September 2021 via the Business Combination and SRNG was renamed “Ginkgo Bioworks Holdings, Inc.” We filed our proxy statement in 2022 under the scaled-down executive compensation disclosure requirements generally available to emerging growth companies. As of December 31, 2022, we ceased to be an emerging growth company and, therefore, this year’s Proxy Statement includes additional detail regarding executive compensation that was previously not required, including (1) this Compensation Discussion and Analysis, (2) additional compensation tables, (3) an advisory vote on the compensation of our named executive officers, which is included as Item 3 in this Proxy Statement; and (4) an advisory vote on the preferred frequency of advisory shareholder votes on the compensation of our named executive officers, which is included as Item 4 in this Proxy Statement.

Recent Executive Compensation Actions

- **CEO and COO Compensation:** In recognition of the equity award granted to each of Dr. Kelly and Dr. Shetty in 2021 pursuant to the terms of the multi-year founder equity grant agreements with Old Ginkgo that were entered into in January 2020 prior to the Business Combination, Dr. Kelly and Dr. Shetty did not receive any grants under our long-term incentive program for 2022. Dr. Kelly’s and Dr. Shetty’s 2022 compensation consisted solely of a base salary and eligibility to participate in Ginkgo’s broad-based employee benefit plans and programs, which remain unchanged from 2021. The founder equity grants resulted in no incremental dilution to shareholders following the Business Combination as they were granted prior to Ginkgo becoming a publicly traded company.
- **CFO Compensation:** In 2022, Mr. Dmytruk received a salary increase of approximately 6% and two time-based restricted stock unit awards. First, in January 2022 the Compensation Committee granted Mr. Dmytruk, and all non-Founder employees who were then employed, an award of 40,000 restricted stock units, which vest in varying incremental amounts through January 2028. Second, as part of the annual compensation review process, the Compensation Committee awarded Mr. Dmytruk 500,000 restricted stock units in March 2022 as his annual equity award, which began vesting on April 1, 2022 and continue to vest in equal monthly installments thereafter over four years until March 1, 2026.
- **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 in respect of Old Ginkgo restricted stock units that they held 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 to the shareholders of Old Ginkgo. 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 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 has the following basic components:

1. base salary; and
2. periodic grants of time-vested restricted stock units, which 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.

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.

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:** Our 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 ensuring that shareholders do not suffer excessive dilution through our compensation program.
- **No severance benefits or accelerated vesting of 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.

- **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:** 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:** Our 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. At present, given our stage and mission as a Company, we believe that tying stock and cash award payouts to a handful of discrete performance criteria can be a source of complexity and confusion in executive pay and may result in executive compensation arrangements that are more difficult to value and more vulnerable to obfuscation than time-vesting restricted stock units. Ginkgo's compensation program, consisting of base salary and periodic grants of time-vested restricted stock units that typically vest over multiple years, aligns employee (including executive) compensation with long-term company performance and shareholder value. Ginkgo used objectives and key results to align the organization around a set of five qualitative objectives and stretch, quantitative and measurable targets for each objective. Our annual performance management and compensation review process took into account these objectives and key results in the determination of executive performance and compensation.

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 2022, 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 Chief People Officer, review comparative data derived from publicly available market compensation information for the CFO and our broader leadership team. Our Chief Executive Officer and President & Chief Operating Officer then make a recommendation to the Compensation Committee regarding compensation for our CFO and the broader non-founder

leadership team based on this market data as well as the level of achievement of the Company's objectives and key results 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 2022, the Compensation Committee retained Sequoia Consulting Group ("Sequoia") to advise on executive compensation. Sequoia provided various services to the Compensation Committee, including the review, analysis and update of our compensation peer group; the review and analysis of compensation for our CFO and broader 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.

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 2022, 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 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, estimated value of pre-existing stock-based compensation vesting in subsequent years, if any, and stock price assumptions.

2022 Peer Group

The Compensation Committee considered several factors in determining the composition of our peer group for purposes of evaluating the 2022 compensation of Mr. Dmytruk, including, but not limited to, industry, revenue, and organizational complexity.

Using these criteria, the following 17 companies were identified by the Compensation Committee as the defined peer group for input in benchmarking 2022 executive compensation programs:

10X Genomics, Inc.	Abcellera Biologics Inc	Alnylam Pharmaceuticals, Inc.	Balchem Corporation
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Biomarin Pharmaceuticals Inc.	BridgeBio Pharma, Inc.	CRISPR Therapeutics AG	Guardant Health, Inc.
International Flavors & Fragrances, Inc.	Ionis Pharmaceuticals, Inc.	Pacific Biosciences of California, Inc.	Repligen Corporation
Sarepta Therapeutics, Inc.	Schrödinger, Inc.	Twist Bioscience Corporation	Ultragenyx Pharmaceutical Inc.
Zymergen Inc.			

The compensation for Dr. Kelly and Dr. Shetty did not change from 2021 to 2022 and, based on peer group data, their salary is below market for their roles and responsibilities. However, we believe that their compensation is adequate at this time in light of the equity grants described below that were negotiated between Old Ginkgo and Dr. Kelly and Dr. Shetty prior to the Business Combination.

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 employees, 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 certain contingent worker by the Company as part of their compensation or (ii) held, directly or indirectly, by the employee, director, or certain contingent worker.

Clawback Policy

The Company has not yet adopted a clawback policy relating to the recoupment of erroneously awarded incentive compensation; however, we intend to do so once the NYSE listing standards become effective in accordance with the SEC rules that implements the applicable provision of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

2022 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 2021 to 2022 and continue to be below market, as measured by peer group data as described above, for their roles and responsibilities. However, the Compensation Committee believes that the salaries were adequate during 2022 in light of the 2021 equity grant pursuant to the equity agreements negotiated between Old Ginkgo and Dr. Kelly and Dr. Shetty prior to the Business Combination. Mr. Dmytruk's salary was increased by approximately 6% from \$425,000 in 2021, which was negotiated in connection with his commencement of employment with Old Ginkgo in November 2020, to \$450,000 effective January 1, 2022.

The 2022 annual base salaries for Ginkgo's named executive officers were:

Name	2022 Annual Base Salary (\$)
Jason Kelly	\$ 250,000
Reshma Shetty	\$ 250,000
Mark Dmytruk	\$ 450,000

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 staff 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 employees. We believe that the use of restricted stock units aligns the long-term interests of employees, including our named executive officers, 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 scheduled to vest in three substantially equal installments over time and upon satisfaction of a certain performance-based vesting condition (which was deemed satisfied in connection with the Business Combination and resulted in certain restricted stock earnout awards vesting in 2022). 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, in addition, is deemed to vest only if, the trading price per share of Ginkgo Class A common stock 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: \$15.00, \$17.50 and \$20.00 ("Stock Performance Thresholds"). As of December 31, 2022, these Stock Performance Thresholds have not been satisfied; an additional threshold of \$12.50 was met in 2021.

In connection with the Business Combination, we adopted, and our stockholders approved, the 2021 Incentive Award Plan (the "2021 Plan"). In 2022, we granted Mr. Dmytruk time-based restricted stock units. In conjunction with special one-time retention equity grants of 40,000 restricted stock units, with a vesting schedule designed to encourage retention following the Business Combination, to all then-current Ginkgo employees other than the Founders, the Company granted Mr. Dmytruk this same number of restricted stock units on January 24, 2022 which vest in incremental amounts through January 1, 2028, with 5% vesting on January 1, 2023, then 0.83% vesting per month for the following 12 months, 1.25% vesting per month for the following 12 months, 1.67% per month vesting for the following 24 months, and 2.5% vesting per month for the remaining 12 months. As part of our annual compensation review process, after reviewing peer group data and after considering Mr. Dmytruk's performance during 2021, the Compensation Committee decided to grant Mr. Dmytruk 500,000 restricted stock units on March 11, 2022, which began vesting on April 1, 2022 and continue to vest in equal monthly installments thereafter over four years until March 1, 2026.

Dr. Kelly and Dr. Shetty did not receive equity grants during 2022 as we believed that (i) the equity awards negotiated prior to the Business Combination represented a multi-year opportunity for Dr. Kelly and Dr. Shetty and (ii) the existing equity ownership position of Dr. Kelly and Dr. Shetty sufficiently continued to align the interests of Dr. Kelly and Dr. Shetty with our shareholder interests.

Post-employment Compensation

Dr. Kelly and Dr. Shetty. Neither Dr. Kelly nor Dr. Shetty are entitled to any severance benefits or accelerated vesting of equity upon termination of employment for any reason.

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. Our Compensation Committee believes that these amounts are reasonable compensation to facilitate a transition to new employment and are aligned with market practice. Mr. Dmytruk is not entitled to 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. Ginkgo's named executive officers are eligible to participate in the 401(k) plan on the same terms as other full-time employees. Under this plan, Ginkgo provides a non-elective safe harbor 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. 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, including Ginkgo's named executive officers, 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
Arie Beldegrun
Kathy Hopinkah Hannan
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, 2022, December 31, 2021 and December 31, 2020.

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus (\$)	Stock Awards (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Jason Kelly <i>Chief Executive Officer</i>	2022	250,000	-	-	12,500	262,500
	2021	250,000	-	380,479,776 ⁽⁴⁾	12,500	380,742,276
	2020	250,000	414,841	9,854,097	14,250	10,533,188
Reshma Shetty <i>President & Chief Operating Officer</i>	2022	250,000	-	-	12,500	262,500
	2021	250,000	-	380,479,776 ⁽⁴⁾	12,500	380,742,276
	2020	250,000	415,386	9,854,097	14,250	10,533,733
Mark Dmytruk <i>Chief Financial Officer</i>	2022	450,000	-	1,730,200	15,250	2,195,450
	2021	425,000	-	39,629,178 ⁽⁴⁾	14,500	40,068,678
	2020	63,750	-	-	2,861	66,611

- (1) Mr. Dmytruk participated in a salary exchange program during 2021, which took place on a one-to-four basis such that for each \$1 of salary contributed to the program, Mr. Dmytruk would receive a number of restricted stock units valued at \$4. He elected to be paid \$50,000 of his 2021 base salary in the form of restricted stock units and was granted 65,375 restricted stock units in April 2021 with a modification date fair value of \$888,446. The modification date fair value is computed in accordance with ASC Topic 718 and reflects the fair value on November 17, 2021 (i.e., the modification date), rather than the historical grant date fair value, the current fair value, or the amounts paid to or realized by Mr. Dmytruk.
- (2) For year 2022, the amount reflects 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. For years 2021 and 2020, amounts reflect the modification date fair value of restricted stock units and associated restricted stock earnout awards granted. For Mr. Dmytruk, this includes \$838,446, which represents the modification date fair value of the restricted stock units that were granted as part of the salary exchange program in excess of the \$50,000 portion of his base salary that he elected to exchange. We provide information regarding the assumptions used to calculate the fair value of all restricted stock units and associated restricted stock earnout awards made to named executive officers in Note 13 to the consolidated financial statements included in our 2022 Annual Report on Form 10-K.
- (3) Amounts represent matching contributions under Ginkgo's 401(k) plan.
- (4) Amounts for Dr. Kelly (\$158,652,934), Dr. Shetty (\$158,652,934), and Mr. Dmytruk (\$23,125,369) reflect the incremental fair value over the historical grant date fair value attributable to the modification of restricted stock units and associated restricted stock earnout awards on November 17, 2021, rather than the historical grant date fair value, the current fair value, or the amounts paid to or realized by the named individual. The

original grants to Dr. Kelly and Dr. Shetty associated with these amounts were granted under Dr. Kelly and Dr. Shetty's founder equity grant agreements with Old Ginkgo, which were entered into in January 2020 prior to the Business Combination and resulted in no incremental dilution to shareholders following the Business Combination as they were granted prior to Ginkgo becoming a publicly traded company. We provide information regarding the assumptions used to calculate the fair value of all restricted stock units and associated restricted stock earnout awards made to named executive officers in Note 13 to the consolidated financial statements included in our 2022 Annual Report on Form 10-K.

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, 2022.

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽¹⁾
Jason Kelly	-	-	-
Reshma Shetty	-	-	-
Mark Dmytruk	1/24/2022 ⁽²⁾	40,000	205,200
	3/11/2022 ⁽³⁾	500,000	1,525,000

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

(2) Represents the restricted stock units granted to Mr. Dmytruk on January 24, 2022, which vested 5% on January 1, 2023 and continue to vest in monthly installments until January 1, 2028, subject to his continued service to the Ginkgo through such dates. The vesting schedule for this award is as follows: 5% vests at 12 months, then .83% monthly for the following 12 months, followed by 1.25% monthly for the next 12 months, followed by 1.67% monthly for the next 24 months, and lastly 2.5% monthly for the remaining 12 months.

(3) Represents the restricted stock units granted to Mr. Dmytruk on March 11, 2022, which vested beginning on April 1, 2022 and vest in substantially equal monthly installments thereafter over four years until March 1, 2026, subject to his continued service to Ginkgo through such dates. Restricted stock units that vested between April 1, 2022 and October 1, 2022 were settled on October 5, 2022.

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, 2022.

Stock Awards						
Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)		Market Value of Shares or Units of Stock That Have Not Vested (\$)(8)	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 (\$)(8)
Jason Kelly	1/1/2020	-	-	-	389,151	(6) 657,665
	8/18/2021	-	-	-	1,931,19	(6) 3,263,716
Reshma Shetty	1/1/2020	-	-	-	389,151	(6) 657,665
	8/18/2021	-	-	-	1,931,193	(6) 3,263,716
Mark Dmytruk	3/2/2021	1,058,298	(1)	1,788,524	-	-
	3/2/2021	31,750	(7)	53,658	198,768	(6) 335,918
	4/4/2021	32,688	(2)	55,243	-	-
	4/4/2021	982	(7)	1,660	5,883	(6) 9,942
	8/2/2021	221,885	(3)	374,986	-	-
	8/2/2021	6,658	(7)	11,252	30,918	(6) 52,251
	1/24/2022	40,000	(4)	67,600	-	-
	3/11/2022	406,250	(5)	686,563	-	-

- (1) The restricted stock units granted to Mr. Dmytruk began vesting November 9, 2021 and will continue to vest in substantially equal monthly installments until November 1, 2024, subject to his continued service to Ginkgo through such dates. Restricted stock units vested between January 1, 2022 and October 1, 2022 were settled on October 5, 2022. The satisfaction of the performance condition for such restricted stock units was deemed met on March 15, 2022.
- (2) The restricted stock units granted to Mr. Dmytruk began vesting November 30, 2021 and will continue to vest in substantially equal monthly installments until December 1, 2024, subject to his continued service to Ginkgo through such dates. Restricted stock units vested between January 1, 2022 and October 1, 2022 were settled on October 5, 2022. The satisfaction of the performance condition for such restricted stock units was deemed met on March 15, 2022.
- (3) 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, subject to his continued service to Ginkgo through such dates. Restricted stock units

vested between January 1, 2022 and October 1, 2022 were settled on October 5, 2022. The satisfaction of the performance condition for such restricted stock units was deemed met on March 15, 2022.

- (4) The restricted stock units granted to Mr. Dmytruk on January 24, 2022 began vesting on January 1, 2023 and will continue to vest in monthly installments until January 1, 2028, subject to his continued service to Ginkgo through such dates. 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.
- (5) The restricted stock units granted to Mr. Dmytruk on March 11, 2022 began vesting on April 1, 2022 and will continue to vest in substantially equal monthly installments until March 1, 2026, subject to his continued service to Ginkgo through such dates. Restricted stock units vested between April 1, 2022 and October 1, 2022 were settled on October 5, 2022.
- (6) 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: \$15.00, \$17.50 and \$20.00. 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. Dr. Kelly and Dr. Shetty's related restricted stock units met the service-based vesting requirement on October 1, 2022, and therefore, once the performance condition has been satisfied, the restricted stock earnout awards held by them will vest.
- (7) 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 each applicable vesting date. Restricted stock earnout awards that met the vesting requirement between January 1, 2022 and October 1, 2022 were deferred for vesting until October 5, 2022.
- (8) Amount shown is based on the closing price of a share of Ginkgo Class A common stock of \$1.69 on December 30, 2022, the last trading day of fiscal year 2022.

Option Exercises and Stock Vested

Stock Awards

Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Jason Kelly	26,555,807	82,854,118
Reshma Shetty	26,555,807	82,854,118
Mark Dmytruk	767,775	2,803,677

(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, 2022 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, 2022 or in any prior year.

Potential Payments Upon Termination of Employment or Change-in-Control

Dr. Kelly and Dr. Shetty. Neither Dr. Kelly nor Dr. Shetty have entered into employment agreements, offer letters or severance agreements with Ginkgo and are not entitled to payments or benefits in the event their employment terminates or in connection with a change in control.

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 Mr. Dmytruk if his employment was terminated by Ginkgo without “cause” on December 31, 2022.

Name		Severance (\$)	Health Benefits Continuation (\$) ⁽¹⁾	Total (\$) ⁽²⁾
Mark Dmytruk	Involuntary Termination Without Cause	450,000	13,522	463,522

(1) Amount shown is based on the health benefit premiums in effect on December 31, 2022 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, 2022 and, therefore, have not included any value with respect to such awards in this table.

Pay Versus Performance

In accordance with rules adopted by the Securities and Exchange Commission 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 do not use pre-established financial performance measures when setting compensation goals and making compensation decisions for our NEOs. Accordingly, as we did not use financial performance measures to link executive compensation to our financial performance in 2022, 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		Net Income (\$ Thousands) ⁵
					TSR (\$)	Peer Group TSR (\$)	

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
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*	2022
Reshma Shetty	Reshma Shetty
Mark Dmytruk	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 commencing for the equity awards on the date of the Business Combination, because this is the date our Class A common stock began trading on the NYSE after the closing of the Business Combination, 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 column are the totals from the Stock Awards column set forth in the Summary Compensation Table. As of the date of the closing of the Business Combination (September 17, 2021), all awards were still valued at \$0 as their performance conditions were not 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 for Jason Kelly (\$)	Inclusion of Equity Values for Jason Kelly (\$)	Compensation Actually Paid to Jason Kelly (\$)
2022	262,500	—	(152,783,122)	(152,520,622)
2021	380,742,276	(380,479,776)	237,246,011	237,508,511

Year	Average Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Exclusion of Stock Awards for Non-PEO NEOs (\$)	Average Inclusion of Equity Values for Non-PEO NEOs (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2022	1,228,975	(865,100)	(82,659,187)	(82,295,312))
2021	210,405,477	(210,054,477)	132,287,554	132,638,554

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 (\$)
2022	—	(14,958,483)	—	(137,824,639)	—	(152,783,122)
2021*	197,456,762	39,789,249	—	—	—	237,246,011

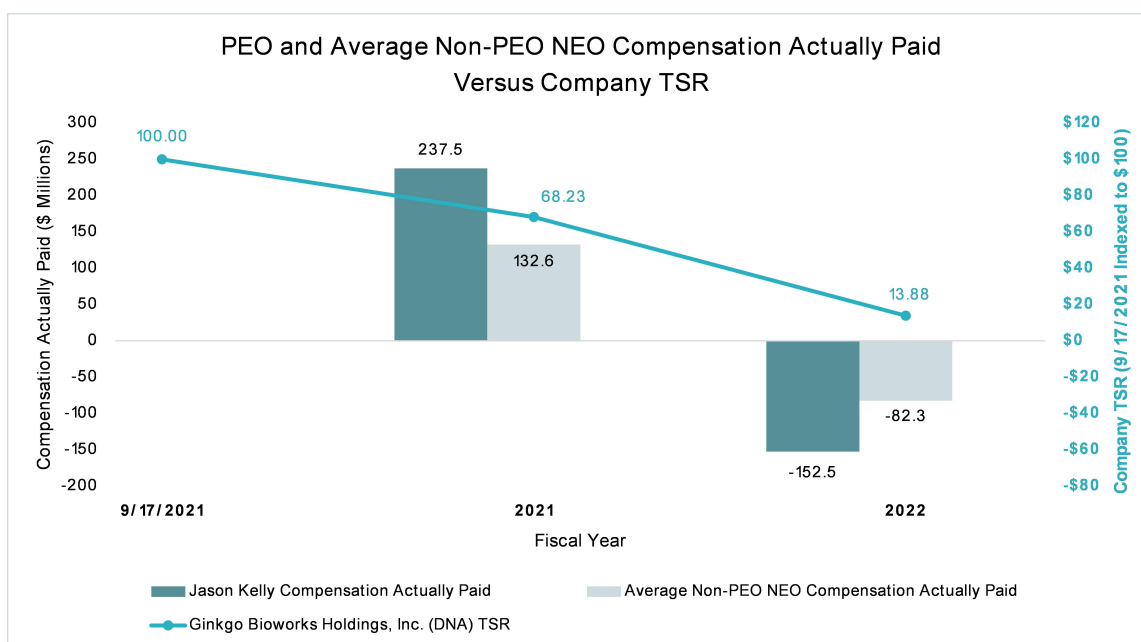
Year	Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-PEO NEOs (\$)	Average Vesting-Date Fair Value of Equity 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 (\$)
2022	377,082	(12,714,543)	134,948	(70,456,674)	—	(82,659,187)
2021*	107,988,581	19,894,625	4,404,348	—	—	132,287,554

*Inclusion of Equity Values for 2021 for all equity awards granted prior to the Business Combination have been calculated from the Business Combination date and not from the last day of the prior fiscal year because this is the date our Class A common stock began trading on the NYSE after the closing of the Business Combination.

4. The peer group total shareholder return ("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, 2022. 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.

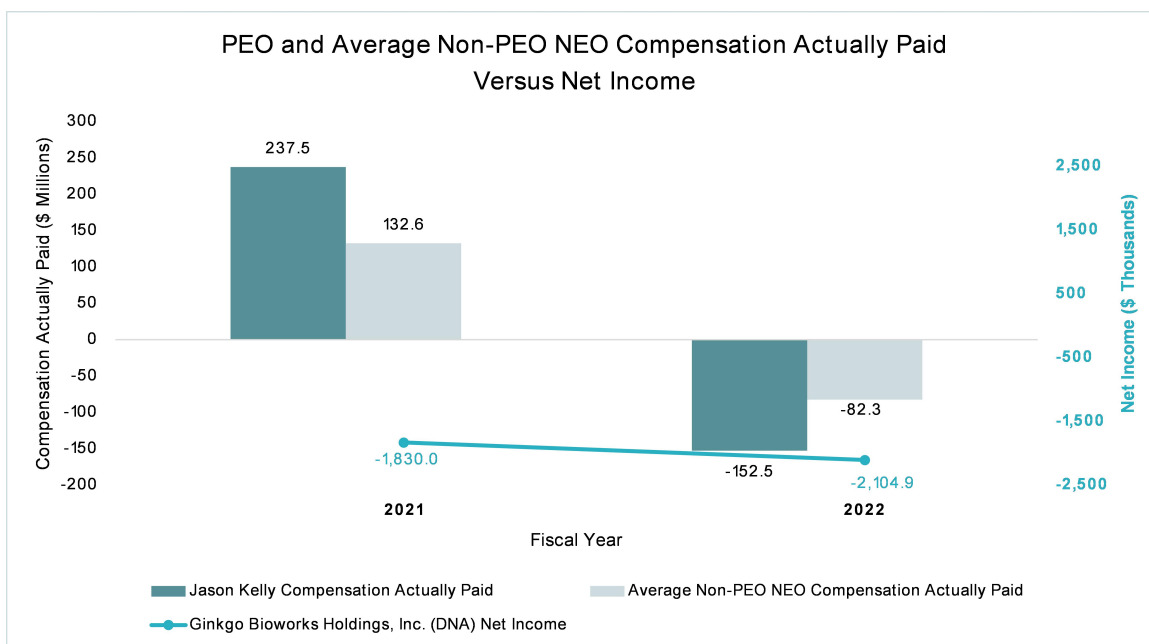
Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Company TSR

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, 2022.



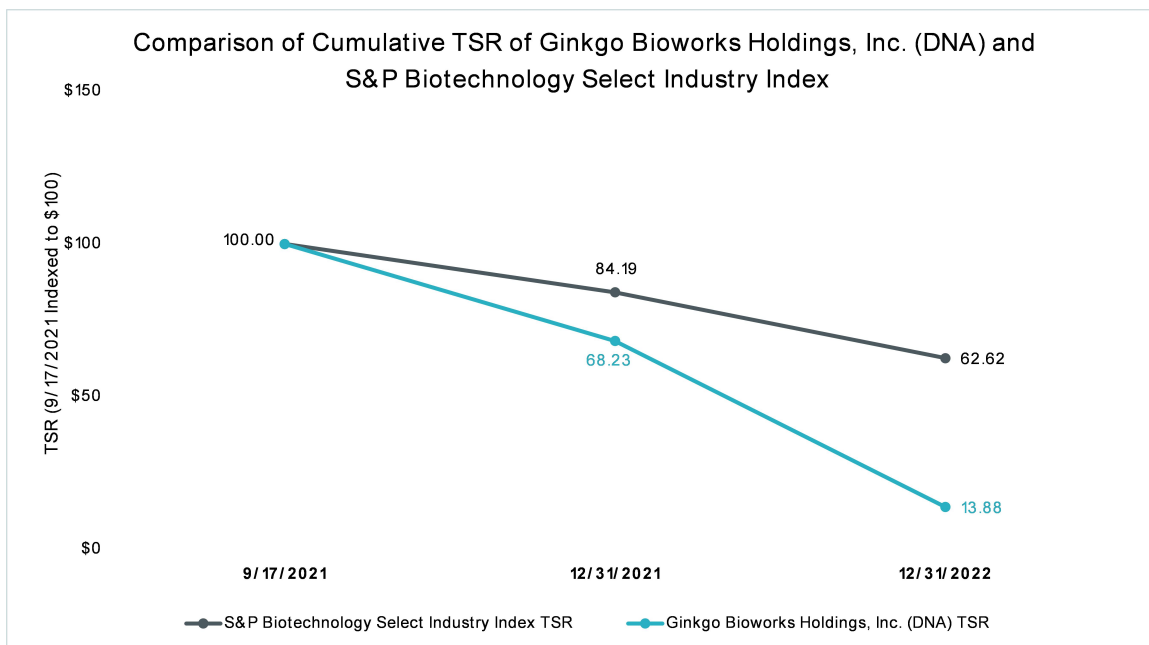
Description of Relationship Between PEO and Other NEO Compensation Actually Paid and Net Income

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 during the two most recently completed fiscal years.



Description of Relationship Between Company TSR and Peer Group TSR

The following chart compares our 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, 2022 to that of the S&P Biotechnology Select Industry Index over the same period.



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.

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 2022, 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 our Compensation Committee.

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 Arie Beldegrun, Kathy Hopinkah Hannan, Christian Henry, Reshma Kewalramani, Shyam Sankar and Harry E. Sloan, 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 2024 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 Saturday, December 30, 2023.

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 2024 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 Saturday, February 17, 2024 and no later than Monday, March 18, 2024. However, if we hold the 2024 Annual Meeting of Shareholders more than 30 days before, or more than 60 days after, the anniversary of the 2023 Annual Meeting date, then the information must be received no later than the 90th day prior to the 2024 Annual Meeting date or the tenth day after public disclosure of the 2024 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 at the 2024 Annual Meeting of Shareholders must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act (including a statement that such stockholder intends to solicit the holders of shares representing at least 67% of the voting power of the Company'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 11:59 p.m. Eastern Time on June 13, 2023. However, if the date of the 2024 Annual Meeting is changed by more than 30 calendar days from the anniversary of the 2023 Annual Meeting date, then notice must be provided by the later of 60 calendar days prior to the date of the 2024 Annual Meeting and the 10th calendar day following the day on which public announcement of the date of the 2024 Annual Meeting is first made.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers (and persons who own more than 10% of our equity securities) to file reports of holdings and transactions in our common stock with the SEC. To facilitate compliance, we have undertaken the responsibility to prepare and file these reports on behalf of our officers and directors. Based on a review of the reports furnished to us or filed with the SEC and upon information furnished by these parties, the Company believes that during the fiscal year 2022, its executive officers, directors and 10% shareholders timely complied with all Section 16(a) filing requirements, except for one Form 4 filed for each of Dr. Kelly, Dr. Canton, Dr. Shetty and Dr. Kewalramani and two Form 4s filed for Ms. Fallon, which were inadvertently filed late due to administrative errors, and one amended Form 4 filed for each of Ms. Fallon and Mr. Dmytruk, which were filed to correct administrative errors.

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, 2022 (together, the "2022 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 2022 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 2022 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 13, 2023. 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/DNA2023

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 13, 2023. 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:

V13558-P93766

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. Arie Beldegrun
1b. Marijn Dekkers
1c. Kathy Hopinkah Hannan
1d. Christian Henry
1e. Reshma Kewalramani
1f. Shyam Sankar
1g. Harry E. Sloan

For Against Abstain

- ☐ ☐ ☐
☐ ☐ ☐
☐ ☐ ☐
☐ ☐ ☐
☐ ☐ ☐
☐ ☐ ☐
☐ ☐ ☐

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

2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

For Against Abstain

- ☐ ☐ ☐
3. Advisory vote to approve executive compensation. ☐ ☐ ☐

The Board of Directors recommends you vote for 1 Year 2 Years 3 Years Abstain
1 Year on the following proposal:

4. Advisory vote on the frequency of advisory votes on 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

V13559-P93766

**GINKGO BIOWORKS HOLDINGS, INC.
2023 Annual Meeting of Shareholders
June 16, 2023 4:00 p.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 2023 Annual Meeting of Shareholders to be held at 4:00 p.m., Eastern Time, on June 16, 2023, virtually at www.virtualshareholdermeeting.com/DNA2023, 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 2023 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 seven (7) directors at the 2023 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 13, 2023. 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/DNA2023

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 13, 2023. 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:

V13560-P93766

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 B Shareholders

1. Election of Directors

Nominees:

1a. Arie Beldegrun

For Against Abstain
☐ ☐ ☐

1b. Marijn Dekkers

☐ ☐ ☐

1c. Kathy Hopinkah Hannan

☐ ☐ ☐

1d. Christian Henry

☐ ☐ ☐

1e. Jason Kelly

☐ ☐ ☐

1f. Reshma Kewalramani

☐ ☐ ☐

1g. Shyam Sankar

☐ ☐ ☐

1h. Reshma Shetty

☐ ☐ ☐

1i. Harry E. Sloan

☐ ☐ ☐

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

2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

For Against Abstain
☐ ☐ ☐

3. Advisory vote to approve executive compensation.

☐ ☐ ☐

The Board of Directors recommends you vote for 1 Year on the following proposal:

4. Advisory vote on the frequency of advisory votes on executive compensation.

1 Year 2 Years 3 Years Abstain
☐ ☐ ☐ ☐

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

V13561-P93766

**GINKGO BIOWORKS HOLDINGS, INC.
2023 Annual Meeting of Shareholders
June 16, 2023 4:00 p.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 2023 Annual Meeting of Shareholders to be held at 4:00 p.m., Eastern Time, on June 16, 2023, virtually at www.virtualshareholdermeeting.com/DNA2023, 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 2023 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 seven (7) directors at the 2023 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

