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DELTA REPORT

10-Q

QSI - QUANTUM-SI INC

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

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TOTAL DELTAS 1851

█ CHANGES 48

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2024**

June 30, 2024

or

0

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

For the transition period from _____ to _____
Commission File Number: 001-39486

QUANTUM-SI INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

85-1388175

(I.R.S. Employer Identification No.)

**29 Business Park Drive
Branford, Connecticut**
(Address of principal executive offices)

06405

(Zip Code)

(866) (866)688-7374
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
		The Nasdaq Stock Market LLC
Class A common stock, \$0.0001 per share	QSI	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	QSIAW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No 0

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No 0

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

Large accelerated filer	<input type="checkbox"/> 0	Accelerated filer	<input type="checkbox"/> 0
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/> 0

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. 0

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of ~~May 3, 2024~~August 2, 2024, the registrant had ~~121,878,989~~122,423,802 shares of Class A common stock outstanding and 19,937,500 shares of Class B common stock outstanding.

QUANTUM-SI INCORPORATED
FORM 10-Q

For the quarterly period ended March 31, 2024

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In this Quarterly Report on Form 10-Q, the terms "we", "us", "our", the "Company" or "Quantum-Si" mean Quantum-Si Incorporated and our subsidiaries. Quantum-Si Incorporated was incorporated in Delaware on June 10, 2020.

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that relate to future events, our future operations or financial performance, or our plans, strategies and prospects. These statements are based on the beliefs and assumptions of our management team. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or performance, are forward-looking statements. The actual results may differ from its expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions (or the negative versions of such words or expressions) are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, our expectations with respect to future performance and development and commercialization of products and services. The forward-looking statements are based on projections prepared by, and are the responsibility of, management and involve significant risks and uncertainties that could cause the actual results to differ materially from those discussed in the forward-looking statements. Most of these factors are outside our control and are difficult to predict. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- the impact of pandemics or epidemics on our business;
- the inability to maintain the listing of our Class A common stock on The Nasdaq Stock Market LLC;
- changes in applicable laws or regulations; regulations;
- our ability to raise financing in the future; future;
- the success, cost and timing of our product development and commercialization activities;
- the commercialization and adoption of our existing products, including the Platinum® protein sequencing instrument, and the success of any product we may offer in the future;
- the commercialization and adoption of our existing products, including the Platinum® protein sequencing instrument, and the success of any product we may offer in the future;
- our ability to obtain and maintain regulatory approval for its our products, and any related restrictions and limitations of any approved product;
- our ability to identify, in-license or acquire additional technology;
- our ability to maintain our existing lease, license, manufacture and supply agreements; agreements;
- our ability to compete with other companies currently marketing or engaged in the development or commercialization of products and services that serve customers engaged in proteomic analysis, many of which have greater financial and marketing resources than us; us;
- the size and growth potential of the markets for our products and services, and its ability to serve those markets once commercialized, either alone or in partnership with others; others;
- our estimates regarding future expenses, future revenue, capital requirements and needs for additional financing; financing; and
- our financial performance.

These forward-looking statements are based on information available as of the date of this report, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Important factors could cause actual results, performance or achievements to differ materially from those indicated or implied by forward-looking statements such as those described in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, in Part II, Item 1A of this our Quarterly Reports Report on Form 10-Q for the quarter ended March 31, 2024, and in other filings that we make with the Securities and Exchange Commission. The risks described under the heading "Risk Factors" are not exhaustive. New risk factors emerge from time to time, and it is not possible to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

PART I – FINANCIAL INFORMATION

Item 1.

Item 1. Financial Statements

QUANTUM-SI INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and par value amounts)
(unaudited)

Assets	June 30, 2024	December 31, 2023

Current assets:			
Cash and cash equivalents	\$ 59,552	\$ 133,860	
Marketable securities	158,565	123,876	
Accounts receivable, net of allowance of \$0 and \$0, respectively	598	368	
Inventory	4,854	3,945	
Prepaid expenses and other current assets	2,901	4,261	
Total current assets	226,470	266,310	
Property and equipment, net	16,211	16,275	
Internally developed software, net	124	532	
Operating lease right-of-use assets	13,248	14,438	
Other assets	695	695	
Total assets	\$ 256,748	\$ 298,250	
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	\$ 1,379	\$ 1,766	
Accrued payroll and payroll-related costs	2,883	4,943	
Accrued contracted services	1,645	1,519	
Accrued expenses and other current liabilities	3,446	1,815	
Current portion of operating lease liabilities	1,655	1,566	
Total current liabilities	11,008	11,609	
Warrant liabilities	478	1,274	
Operating lease liabilities	11,991	13,737	
Other long-term liabilities	11	11	
Total liabilities	23,488	26,631	
Commitments and contingencies (Note 15)			
Stockholders' equity			
Class A Common stock, \$0.0001 par value; 600,000,000 shares authorized as of June 30, 2024 and December 31, 2023; 122,382,332 and 121,832,417 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	12	12	
Class B Common stock, \$0.0001 par value; 27,000,000 shares authorized as of June 30, 2024 and December 31, 2023; 19,937,500 shares issued and outstanding as of June 30, 2024 and December 31, 2023	2	2	
Additional paid-in capital	771,460	767,239	
Accumulated other comprehensive loss	(7)	—	
Accumulated deficit	(538,207)	(495,634)	
Total stockholders' equity	233,260	271,619	
Total liabilities and stockholders' equity	\$ 256,748	\$ 298,250	

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

	(unaudited)	March 31, 2024	December 31, 2023
Assets			
Current assets:			
Cash and cash equivalents	\$ 53,163	\$ 133,860	
Marketable securities	182,268	123,876	
Accounts receivable, net of allowance of \$0 and \$0, respectively	242	368	
Inventory, net	4,946	3,945	
Prepaid expenses and other current assets	3,756	4,261	
Total current assets	244,375	266,310	
Property and equipment, net	16,169	16,275	
Internally developed software	496	532	
Operating lease right-of-use assets	13,850	14,438	
Other assets	695	695	
Total assets	\$ 275,585	\$ 298,250	
Liabilities and stockholders' equity			

Current liabilities:				
Accounts payable		\$ 1,164	\$ 1,766	
Accrued payroll and payroll-related costs		2,103	4,943	
Accrued contracted services		1,212	1,519	
Accrued expenses and other current liabilities		1,883	1,815	
Current portion of operating lease liabilities		1,610	1,566	
Total current liabilities		7,972	11,609	
Warrant liabilities		955	1,274	
Operating lease liabilities		12,873	13,737	
Other long-term liabilities		14	11	
Total liabilities		21,814	26,631	
Commitments and contingencies (Note 15)				
Stockholders' equity				
Class A Common stock, \$0.0001 par value; 600,000,000 shares authorized as of March 31, 2024 and December 31, 2023; 121,878,989 and 121,832,417 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively		12	12	
Class B Common stock, \$0.0001 par value; 27,000,000 shares authorized as of March 31, 2024 and December 31, 2023; 19,937,500 shares issued and outstanding as of March 31, 2024 and December 31, 2023		2	2	
Additional paid-in capital		768,898	767,239	
Accumulated other comprehensive loss		(33)	-	
Accumulated deficit		(515,108)	(495,634)	
Total stockholders' equity		253,771	271,619	
Total liabilities and stockholders' equity		\$ 275,585	\$ 298,250	

QUANTUM-SI INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except share and per share amounts)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenue:				
Product	\$ 584	\$ 187	\$ 1,012	\$ 438
Service	38	18	67	21
Total revenue	622	205	1,079	459
Cost of revenue	268	127	456	257
Gross profit	354	78	623	202
Operating expenses:				
Research and development	14,381	15,834	26,482	34,001
Selling, general and administrative	12,424	11,136	23,952	22,314
Total operating expenses	26,805	26,970	50,434	56,315
Loss from operations	(26,451)	(26,892)	(49,811)	(56,113)
Dividend and interest income	2,887	2,483	6,461	4,702
(Loss) gain on marketable securities, net	—	(1,181)	—	1,761
Change in fair value of warrant liabilities	477	(310)	796	81
Other (expense) income, net	(12)	327	(19)	385
Loss before provision for income taxes	(23,099)	(25,573)	(42,573)	(49,184)
Provision for income taxes	—	—	—	—
Net loss	\$ (23,099)	\$ (25,573)	\$ (42,573)	\$ (49,184)

Net loss per common share attributable to common stockholders, basic and diluted	\$	(0.16)	\$	(0.18)	\$	(0.30)	\$	(0.35)
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted		141,939		141,507		141,856		140,897
Other comprehensive gain (loss):								
Net unrealized gain on marketable securities, net of tax	\$	28	\$	—	\$	—	\$	—
Foreign currency translation adjustment		(2)		—		(7)		—
Total other comprehensive gain (loss), net of tax		26		—		(7)		—
Comprehensive loss	\$	(23,073)	\$	(25,573)	\$	(42,580)	\$	(49,184)

The accompanying notes are an integral part of these **unaudited** Condensed Consolidated Financial Statements.

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QUANTUM-SI INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF ~~OPERATIONS AND COMPREHENSIVE LOSS~~ CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except per share amounts)
(unaudited)

	Class A common stock		Class B common stock		Additional paid-in capital	\$	Accumulated other comprehensive (loss) gain	\$	Accumulated deficit	\$	Total stockholders' equity
	Shares	Amount	Shares	Amount							
Balance - December 31, 2023	121,832,417	\$ 12	19,937,500	\$ 2	\$ 767,239	\$ —	—	\$ (495,634)	\$ 271,619		
Common stock issued upon vesting of restricted stock units	46,572	—	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,645	—	—	—	—	—	1,645
Net unrealized loss on marketable securities, net of tax	—	—	—	—	—	—	(28)	—	—	(28)	
Refund of issuance costs from 2021 Business Combination	—	—	—	—	14	—	—	—	—	14	
Foreign currency translation	—	—	—	—	—	—	(5)	—	—	(5)	
Net loss	—	—	—	—	—	—	—	(19,474)	—	(19,474)	
Balance - March 31, 2024	121,878,989	\$ 12	19,937,500	\$ 2	\$ 768,898	\$ (33)	\$ (33)	\$ (515,108)	\$ 253,771		
Common stock issued upon exercise of stock options	96,069	—	—	—	136	—	—	—	—	136	
Common stock issued upon vesting of restricted stock units	407,274	—	—	—	—	—	—	—	—	—	—
Net unrealized gain on marketable securities, net of tax	—	—	—	—	—	—	28	—	—	28	
Stock-based compensation	—	—	—	—	2,426	—	—	—	—	2,426	
Foreign currency translation	—	—	—	—	—	—	(2)	—	—	(2)	
Net loss	—	—	—	—	—	—	—	(23,099)	—	(23,099)	
Balance - June 30, 2024	122,382,332	\$ 12	19,937,500	\$ 2	\$ 771,460	\$ (7)	\$ (7)	\$ (538,207)	\$ 233,260		

	Three months ended March 31,	
	2024	2023
Revenue:		
Product	\$ 428	\$ 251
Service	29	3
Total revenue	457	254
Cost of revenue	188	130

Gross profit		269	124
Operating expenses:			
Research and development		12,101	18,167
Selling, general and administrative		11,528	11,178
Total operating expenses		23,629	29,345
Loss from operations		(23,360)	(29,221)
Dividend and interest income		3,574	2,219
Gain on marketable securities, net		-	2,942
Change in fair value of warrant liabilities		319	391
Other (expense) income, net		(7)	58
Loss before provision for income taxes		(19,474)	(23,611)
Provision for income taxes		-	-
Net loss		\$ (19,474)	\$ (23,611)
Net loss per common share attributable to common stockholders, basic and diluted	\$	(0.14)	\$ (0.17)
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted		141,773	140,280
Other comprehensive loss:			
Net unrealized loss on marketable securities, net of tax	\$	(28)	\$ -
Foreign currency translation adjustment		(5)	-
Total other comprehensive loss, net of tax		(33)	-
Comprehensive loss	\$	(19,507)	\$ (23,611)

	Class A common stock		Class B common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Balance - December 31, 2022	120,006,757	\$ 12	19,937,500	\$ 2	\$ 758,366	\$ (399,674)	\$ 358,706
Common stock issued upon exercise of stock options and vesting of restricted stock units	1,552,583	-	-	-	-	-	-
Stock-based compensation	-	-	-	-	3,908	-	3,908
Net loss	-	-	-	-	-	(23,611)	(23,611)
Balance - March 31, 2023	121,559,340	\$ 12	19,937,500	\$ 2	\$ 762,274	\$ (423,285)	\$ 339,003
Common stock issued upon exercise of stock options and vesting of restricted stock units	74,273	-	-	-	-	-	-
Stock-based compensation	-	-	-	-	1,865	-	1,865
Net loss	-	-	-	-	-	(25,573)	(25,573)
Balance - June 30, 2023	121,633,613	\$ 12	19,937,500	\$ 2	\$ 764,139	\$ (448,858)	\$ 315,295

The accompanying notes are an integral part of these **unaudited** Condensed Consolidated Financial Statements.

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QUANTUM-SI INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY/CASH FLOWS
(in thousands, except share amounts) thousands
(unaudited)

	Class A common stock		Class B common stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount			
Balance - December 31, 2022	120,006,757	\$ 12	19,937,500	\$ 2	\$ 758,366	\$ (399,674)	\$ 358,706
Common stock issued upon vesting of restricted stock units	1,552,583	-	-	-	-	-	-
Stock-based compensation	-	-	-	-	3,908	-	3,908
Net loss	-	-	-	-	-	(23,611)	(23,611)

Balance - March 31, 2023	121,559,340	\$ 12	19,937,500	\$ 2	\$ 762,274	\$ (423,285)	\$ 339,003
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	Class A common stock		Class B common stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	\$ 767,239	\$ -	\$ (495,634)	\$ 271,619
Balance - December 31, 2023	121,832,417	\$ 12	19,937,500	\$ 2	\$ 767,239	\$ -	\$ (495,634)	\$ 271,619
Common stock issued upon vesting of restricted stock units	46,572	-	-	-	-	-	-	-
Stock-based compensation	-	-	-	-	1,645	-	-	1,645
Net unrealized loss on marketable securities, net of tax	-	-	-	-	-	(28)	-	(28)
Refund of issuance costs from 2021 Business Combination	-	-	-	-	14	-	-	14
Foreign currency translation	-	-	-	-	-	(5)	-	(5)
Net loss	-	-	-	-	-	-	(19,474)	(19,474)
Balance - March 31, 2024	121,878,989	\$ 12	19,937,500	\$ 2	\$ 768,898	\$ (33)	\$ (515,108)	\$ 253,771

	Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (42,573)	\$ (49,184)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,448	1,893
Non-cash lease expense	1,190	944
(Gain) loss on marketable securities, net	—	(1,761)
(Accretion) amortization on marketable securities	(4,323)	—
(Gain) loss on disposal of fixed assets	—	(8)
Write-down of inventory	1,567	—
Change in fair value of warrant liabilities	(796)	(81)
Change in fair value of contingent consideration	—	(400)
Stock-based compensation	4,071	5,773
Other	22	—
Changes in operating assets and liabilities:		
Accounts receivable, net	(230)	(327)
Inventory	(1,748)	(1,740)
Prepaid expenses and other current assets	886	(431)
Operating lease right-of-use assets	—	(83)
Other assets	—	(4)
Accounts payable	(105)	(1,952)
Accrued expenses and other current liabilities	(518)	(3,059)
Other long-term liabilities	(1,656)	32
Operating lease liabilities	4	(1,235)
Net cash used in operating activities	(41,761)	(51,623)
Cash flows from investing activities:		
Purchases of property and equipment	(2,173)	(3,543)
Internally developed software - capitalized costs	(59)	(719)
Purchases of marketable securities	(208,788)	—
Sales and maturities of marketable securities	178,400	59,500
Net cash (used in) provided by investing activities	(32,620)	55,238
Cash flows from financing activities:		
Proceeds from exercise of stock options	136	—
Deferred offering costs	(70)	—
Refund of issuance costs from 2021 Business Combination	14	—
Net cash provided by financing activities	80	—

Effect of exchange rate changes on cash and cash equivalents		(7)	—
Net increase in cash and cash equivalents		(74,308)	3,615
Cash and cash equivalents at beginning of period		133,860	84,319
Cash and cash equivalents at end of period	\$	59,552	\$ 87,934
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	\$	108	\$ —
Supplemental disclosure of non-cash investing and financing activities:			
Property and equipment purchased but not paid	\$	280	\$ 811
Deferred offering costs payable	\$	75	\$ —

*The accompanying notes are an integral part of these **unaudited** Condensed Consolidated Financial Statements.*

QUANTUM-SI INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (in thousands)
 (unaudited)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (19,474)	\$ (23,611)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,061	803
Non-cash lease expense	588	536
(Gain) loss on marketable securities, net	-	(2,942)
(Accretion) amortization on marketable securities	(2,119)	-
(Gain) loss on disposal of fixed assets	-	3
Change in fair value of warrant liabilities	(319)	(391)
Change in fair value of contingent consideration	-	34
Stock-based compensation	1,645	3,908
Other	22	-
Changes in operating assets and liabilities:		
Accounts receivable, net	126	(82)
Inventory, net	(228)	(1,708)
Prepaid expenses and other current assets	31	738
Accounts payable	(633)	(730)
Accrued expenses and other current liabilities	(3,094)	(4,537)
Operating lease liabilities	(820)	(743)
Other long-term liabilities	6	24
Net cash used in operating activities	(23,208)	(28,698)
Cash flows from investing activities:		
Purchases of property and equipment	(1,046)	(2,574)
Internally developed software - capitalized costs	(59)	(887)
Purchases of marketable securities	(78,823)	-
Sales of marketable securities	22,500	29,500
Net cash (used in) provided by investing activities	(57,428)	26,039
Cash flows from financing activities:		
Deferred offering costs	(70)	-
Refund of issuance costs from 2021 Business Combination	14	-
Net cash used in financing activities	(56)	-
Effect of exchange rate changes on cash and cash equivalents	(5)	-
Net decrease in cash and cash equivalents	(80,697)	(2,659)
Cash and cash equivalents at beginning of period	133,860	84,319
Cash and cash equivalents at end of period	\$ 53,163	\$ 81,660

Supplemental disclosure of cash flow information:				
Cash paid for income taxes	\$	16	\$	-
Supplemental disclosure of non-cash investing and financing activities:				
Property and equipment purchased but not paid	\$	231	\$	847
Deferred offering costs payable	\$	75	\$	-

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

QUANTUM-SI INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share amounts)
(Uaudited)

Note 1. Organization and Description of Business

Quantum-Si Incorporated (including its subsidiaries, the "Company" or "Quantum-Si") was incorporated in Delaware on June 10, 2020 as HighCape Capital Acquisition Corp. The Company's legal name became Quantum-Si Incorporated following a business combination on June 10, 2021 between the Company and Q-Si Operations Inc. (formerly Quantum-Si Incorporated) (the "Business Combination"), which was founded in 2013.

The Company is an innovative life sciences company with the mission of transforming single-molecule analysis and democratizing its use by providing researchers and clinicians access to the proteome, the set of proteins expressed within a cell. The Company has developed a proprietary universal single-molecule detection platform that the Company is first applying to proteomics to enable Next-Generation Protein Sequencing™ ("NGPS"), the ability to sequence proteins in a massively parallel fashion (rather than sequentially, one at a time), and can be used for the study of nucleic acids. The Company's platform is currently comprised of the Platinum® NGPS instrument, the Platinum Analysis Software service, reagent kits and semiconductor chips for use with its instruments.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the accounting disclosure rules and regulations of the Securities and Exchange Commission (the "SEC"). All intercompany transactions are eliminated.

These Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The Condensed Consolidated Balance Sheets Sheet as of December 31, 2023 included herein was derived from the audited Consolidated Financial Statements as of that date, but does not include all disclosures, including certain notes required by U.S. GAAP, on an annual reporting basis.

In the opinion of management, the accompanying Condensed Consolidated Financial Statements reflect all normal recurring adjustments necessary to present fairly state the financial position, results of operations, and cash flows for the interim periods. The results for the three and six months ended March 31, 2024 June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent quarter, the year ending December 31, 2024, or any other period.

There have been no material changes to the Company's significant accounting policies as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Global Developments

Throughout 2023, various central banks around the world, including the Federal Reserve in the United States, raised interest rates. While these rate increases have not had a significant adverse impact on the Company to date, the impact of such rate increases on the overall financial markets and the economy may adversely impact the Company in the future. In addition, the global economy has experienced, and is continuing to experience, high levels of inflation and global supply chain disruptions. The Company continues to monitor these supply chain, inflation and interest rate factors, as well as the uncertainty resulting from the overall economic environment.

Although the Company does not expect to be significantly impacted by the conflicts in Ukraine or Israel and Gaza, the Company has experienced some constraints in product and material availability and increasing costs required to obtain some materials and supplies as a result of these conflicts on the global economy. To date, the Company's business has

not been materially impacted by the conflicts, however, as the conflicts continue or worsen, it may **adversely** impact the Company's business, financial condition, results of operations **and and/or** cash flows.

Concentration of Business Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and cash equivalents and marketable securities. As of **March 31, 2024** **June 30, 2024** and **December 31, 2023**, the Company's marketable securities consist of **money market** mutual funds, U.S. Treasury securities and commercial paper. **The** The Company also maintains balances in certain operating accounts above federally insured limits and, as a result, the Company is exposed to credit risk in the event of default by the financial institutions to the extent account balances exceed the amount insured by the Federal Deposit Insurance Corporation.

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The Company sources certain key materials and components utilized in the Company's products from single or limited suppliers. Historically, the Company has not experienced significant issues sourcing these materials and components. However, if these suppliers were not able to supply the requested amount of materials or components, it could take a considerable length of time to obtain alternative sources, which could affect the Company's development efforts and commercial operations.

Segment Reporting

The Company's Chief Operating Decision Maker, its Chief Executive Officer, reviews the Company's financial information on a consolidated basis for purposes of allocating resources and evaluating its financial performance. Accordingly, the Company has determined that it operates as a single reportable segment.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year's presentation.

Use of Estimates

The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires the Company to make estimates and assumptions about future events that **may** affect the amounts recorded in its Condensed Consolidated Financial Statements and accompanying notes. Future events and their effects cannot be determined with certainty. On an ongoing basis, management evaluates these estimates and assumptions. Significant estimates and assumptions include:

- valuation allowances with respect to deferred tax assets;
- inventory valuation;
 - valuation allowances with respect to deferred tax assets;
- assumptions used for leases;
 - inventory valuation;
 - valuation of warrant liabilities;
 - valuation of excess and obsolete inventory reserves;
 - assumptions associated with revenue recognition; and
 - assumptions used for leases;
- assumptions underlying the fair value used in the calculation of stock-based compensation.
 - valuation of warrant liabilities;
 - assumptions associated with revenue recognition; and

- assumptions underlying the fair value used in the calculation of stock-based compensation.

The Company bases these estimates on historical and anticipated results and trends and on various other assumptions the Company believes are reasonable under the circumstances, including assumptions as to future events. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates, and any such differences may be material to the Condensed Consolidated Financial Statements.

Inventory

Inventory, Net

Inventory is stated at the lower of cost or net realizable value with cost determined using the first-in, first-out method. Materials that may be utilized for either commercial or, alternatively, for research and development purposes, are classified as inventory. Amounts in inventory used for research and development purposes are charged to research and development expense when the product enters the research and development process and can no longer be used for commercial purposes and, therefore, does not have an "alternative future use" as defined in authoritative [guidance](#).

Inventory valuation is established based on a number of factors including, but not limited to, finished goods not meeting product specifications, product excess and obsolescence, or application of the lower of cost or net realizable value concepts. The determination of events requiring the establishment of inventory valuation, together with the calculation of the amount of such adjustments may require judgment. The Company performs an assessment of the recoverability of

capitalized inventory during each reporting period and, if needed, records [an excess and obsolete reserve against a write-down of](#) inventory to its estimated net realizable value in the period it is identified. For further discussion related to inventory, please refer to [Note 5. Inventory Net](#).

Warrant Liabilities

The Company's outstanding warrants include publicly traded warrants (the "Public Warrants") and warrants sold in a private placement (the "Private Warrants"). The Public Warrants and Private Warrants meet the definition of a derivative, and the Company recorded these warrants as long-term liabilities in the Condensed Consolidated Balance Sheets at fair value upon initial recognition, with subsequent changes in their respective fair values recognized in the Condensed Consolidated Statements of Operations and Comprehensive Loss at each reporting date. For further discussion related to the Public Warrants and Private Warrants, please refer to [Note 11. Warrant Liabilities](#).

Revenue Recognition

The Company's revenue is derived from sales of products and services. Product revenue is primarily generated from the sales of instruments and consumables used in protein sequencing and analysis. Service revenue is primarily generated from service maintenance contracts including access to analysis software and advanced training for instrument use. The Company recognizes revenue when or as a customer obtains control of the promised goods and services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled in exchange for these goods and services. This process involves identifying the contract with a customer, determining the performance obligations in the contract, determining the contract price, allocating the contract price to the distinct performance obligations in the contract, and recognizing revenue as the performance obligations have been satisfied. The Company has made the accounting policy election allowed for under ASC 606-10-32-2A to exclude all sales taxes from transaction price. Revenue recognition for contracts with multiple deliverables is based on the separate satisfaction of each distinct performance obligation within the contract. A performance obligation is considered distinct from other obligations in a contract when it provides a benefit to the customer either on its own or together with other resources that are readily available to the customer and is separately identified in the contract. The Company allocates transaction price to the performance obligations in a contract with a customer based on the relative standalone selling price of each performance obligation. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information and specific factors such as competitive positioning, internal costs, profit objectives, and internally approved pricing guidelines related to the performance obligation.

obligation.

The Company considers performance obligation for sales of products satisfied upon shipment of the goods to the customer in accordance with the shipping terms (either upon shipment or delivery), which is when control of the product is deemed to be transferred; this includes instruments and consumables. Customers generally do not have a right to return products, except for defective or damaged products during the warranty period or unless prior written consent is provided. In instances where right of payment or transfer of title is contingent upon the customer's acceptance of the product, revenue is deferred until all acceptance criteria have been met. Revenues for service maintenance contracts, which start after the first year of purchase and are considered as service type warranties that effectively extend the standard first-year service coverage at the customer's option are recognized ratably over the contract service period as these services are performed evenly over time. Revenues for advanced training is recognized at a point in time upon satisfaction of the underlying performance obligation. The Company typically provides a standard one-year warranty which covers defects in materials, workmanship and manufacturing or performance conditions under normal use and service. The first year of the warranty of the products is considered an assurance-type warranty and is recorded as

Cost of revenue within the Condensed Consolidated Statements of Operations and Comprehensive Loss. The Company has determined the standard first-year warranty is not a distinct performance obligation.

The Company disaggregates revenue from contracts with customers by type of revenue. The Company believes product revenue and service revenue aggregate the payor customer types by nature, amount, timing and uncertainty of its revenue streams. Total revenue generated from domestic and international sales was approximately \$0.3 million \$0.2 million and \$0.2 million, respectively, \$0.1 million for the three months ended March 31, 2024 June 30, 2024 and June 30, 2023, respectively, and \$0.4 million for each of the six months ended June 30, 2024 and June 30, 2023. Total revenue generated from international sales was \$0.4 million and \$0.1 million for the three months ended March 31, 2023 resulted from domestic sales June 30, 2024 and June 30, 2023, respectively, and \$0.7 million and \$0.1 million for the six months ended June 30, 2024 and June 30, 2023, respectively.

Deferred Revenue

Deferred revenue is a contract liability that consists of customer payments received in advance of performance or billings in excess of revenue recognized, net of revenue recognized from the balance at the beginning of the period.

Deferred revenue primarily consists of billings and payments received in advance of revenue recognition from service maintenance contracts including software subscription proof of concept services and advanced training, and is reduced as the revenue recognition criteria are met. Deferred revenue also includes proof of concept services and advanced training provided to customers until the service has been performed. Deferred revenue is classified as current or non-current based on expected revenue recognition timing. Specifically, deferred revenue that will be recognized as revenue within the succeeding 12-month period is recorded as current and is included within Accrued expenses and other current liabilities and in the Company's Condensed Consolidated Balance Sheets. The portion of deferred revenue where revenue is expected to be recognized beyond 12 months from the reporting date is recorded as non-current deferred revenue and is included in Other long-term liabilities in the Company's Condensed Consolidated Balance Sheets.

As of March 31, 2024 both June 30, 2024 and December 31, 2023, the Company had recorded \$0.1 million of deferred revenue of \$0.1 million included within Accrued expenses and other current liabilities in the Company's Condensed Consolidated Balance Sheets. As of March 31, 2024 June 30, 2024 and December 31, 2023, amounts included recorded within Other long-term liabilities in the Company's Condensed Consolidated Balance Sheets were immaterial. The Company expects to recognize approximately 30% 55% of its remaining performance obligations as revenue for the remainder of the year ending December 31, 2024.

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Stock-Based Compensation

Stock-based compensation expense for stock option grants with only service conditions is recognized on a straight-line basis over the requisite service period of the individual grants, which is generally the vesting period, based on the estimated grant date fair values. Stock-based compensation expense for stock option grants subject to non-financing event performance conditions is recognized on an accelerated basis is recognized as though each vesting portion of the award was, in substance, a separate award.

Prior to the business combination between HighCape Capital Acquisition LLC and Quantum-Si Incorporated in June 2021 (the "Business Combination"), the fair value of the shares of common stock underlying stock options had historically been determined by the Company's board of directors (the "Board"), with input from management and contemporaneous third-party valuations, as there was no public market for the common stock. Given the absence of a public trading market for the Company's common stock, the Board exercised reasonable judgment and considered numerous objective and subjective factors to determine the best estimate of the fair value of the Company's common stock at each option grant date.

After the completion of the Business Combination, the Company measures compensation expense for stock-based awards to employees, non-employees and directors based upon the awards' initial grant-date fair values. Stock-based compensation expense for stock options, restricted stock units and performance awards is recorded over the requisite service period. For awards with only a service condition, the Company expenses stock-based compensation using the straight-line method over the requisite service period for the entire award. For awards with a market condition, the Company expenses the grant date fair value at the target over the vesting period regardless of the value the award recipients ultimately receive. The fair value of restricted stock without a market condition is estimated using the current market price of the Company's Class A common stock on the date of grant. The fair value of stock option grants with a market condition is estimated at the date of grant using the Monte Carlo simulation model ("Monte Carlo"). The fair values of stock option grants are estimated as of the date of grant by applying the Black-Scholes option valuation model ("Black-Scholes"). The Black-Scholes and Monte Carlo models incorporate assumptions as to stock price volatility, the expected life of options or restricted stock, a risk-free interest rate and dividend yield. The effect of forfeiture in compensation costs is recognized based on actual forfeitures when they occur.

Black-Scholes is affected by the stock price on the date of the grant as well as assumptions regarding a number of highly complex and subjective variables. These variables include the expected term of the option, expected risk-free interest rate, the expected volatility of Class A common stock, and expected dividend yield; each of which is described below. The assumptions for expected term and expected volatility are the two assumptions that significantly affect the grant date fair value.

- **Expected Term:** The expected term using the "simplified" method, which is the simple average of the vesting period and the contractual term.

- **Expected Term** • *Risk-free Interest Rate: The risk-free interest rate for periods within the expected term of the awards is based on the U.S. Treasury yield curve in effect at the time of the grant.*
 - *Expected Stock Price Volatility: The Company determined expected annual equity volatility based on a weighted average of the historical volatility of its Class A common stock and that of a selected peer group of comparable companies as the Company does not have a sufficient historical trading history of its own Class A common stock.*
 - *Dividend Yield: Because the Company has never paid a dividend and does not expect to begin doing so in the foreseeable future, the Company assumes no dividend yield in valuing the stock-based awards.*
 - *Exercise Price: The exercise price is taken directly from the grant notice issued to employees and nonemployees. The expected term using the "simplified" method, which is the simple average of the vesting period and the contractual term.*
- *Risk-free Interest Rate: The risk-free interest rate for periods within the expected term of the awards is based on the U.S. Treasury yield curve in effect at the time of the grant.*
- *Expected Stock Price Volatility: The Company determined expected annual equity volatility based on the historical volatility of its Class A common stock.*
- *Dividend Yield: Because the Company has never paid a dividend and does not expect to begin doing so in the foreseeable future, the Company assumes no dividend yield in valuing the stock-based awards.*
- *Exercise Price: The exercise price is taken directly from the grant notice issued to employees and nonemployees.*

Recently Issued Accounting Pronouncements

In March 2024, the FASB issued ASU No. 2024-02, *Codification Improvements - Amendments to Remove References to the Concepts Statements*, which contains amendments to the Codification that remove references to various Concepts Statements. The amendments in ASU 2024-02 are not intended to result in significant accounting changes for most entities. The amendments in this update are effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact ASU 2024-02 may have on its Consolidated Financial Statements and disclosures.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which expands income tax disclosure requirements to include additional information related to the rate reconciliation of effective tax rates to statutory rates, as well as additional disaggregation of taxes paid in both U.S. and foreign jurisdictions. The amendments in ASU 2023-09 also remove disclosures related to certain unrecognized tax benefits and deferred taxes. The amendments are effective for fiscal years beginning after December 31, 2024, with early adoption permitted. The amendments may be applied prospectively or retrospectively. The Company is currently evaluating the effect impact ASU 2023-09 may have on its Consolidated Financial Statements and disclosures.

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires enhanced disclosures about significant segment expenses. In addition, the ASU clarified that single reportable segment entities must apply Topic 280 in its entirety. The ASU does not change how an entity identifies its operating segments, aggregates those operating segments, or applies the quantitative thresholds to determine its reportable segments. The ASU is required to be applied retrospectively to all periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the effect impact ASU 2023-07 may have on its Consolidated Financial Statements and disclosures.

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Note 3. Investments in Marketable Securities

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the Company's investments in marketable securities were determined to be available-for-sale securities. Gross unrealized gains or losses resulting from changes in the fair value of available-for-sale securities for the three and six months ended **March 31, 2024** **June 30, 2024** were **less than \$0.1 million, immaterial**. There were no such gains or losses for the three and six months ended **March 31, 2023** **June 30, 2023**.

Dividend and interest income from marketable securities and realized and unrealized gain on marketable securities, net, related to the Company's available-for-sale securities for the three and six months ended **March 31, 2024** **June 30, 2024** and trading securities for the three and six months ended **March 31, 2023** **June 30, 2023** were as follows (in thousands):

	2024	2023
Dividend and interest income from marketable securities	\$ 3,574	\$ 2,219
Gain on marketable securities, net	\$ -	\$ 2,942

The following is a summary of the Company's available-for-sale securities recorded within Marketable securities in the Condensed Consolidated Balance Sheets as of **March 31, 2024**, **June 30, 2024** and December 31, 2023 (in thousands):

	March 31, 2024				
	Amortized Costs	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
	Financial Assets:				
Short-term marketable securities:					
U.S. Treasury securities	\$ 151,538	\$ -	\$ (14)	\$ 151,524	
Commercial paper	30,758	-	(14)	30,744	
Total	\$ 182,296	\$ -	\$ (28)	\$ 182,268	

	December 31, 2023				
	Amortized Costs	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
	Financial Assets:				
Short-term marketable securities:					
Short-term marketable securities:					
Short-term marketable securities:					
U.S. Treasury securities					
U.S. Treasury securities					
U.S. Treasury securities	\$ 82,625	\$ 15	\$ -	\$ 82,640	
Commercial paper	41,229	7	-	41,236	
Total	\$ 123,854	\$ 22	\$ -	\$ 123,876	

	June 30, 2024				
	Amortized Costs	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
	Financial Assets:				
Short-term marketable securities:					
Short-term marketable securities:					
Short-term marketable securities:					
U.S. Treasury securities					
U.S. Treasury securities					
U.S. Treasury securities	\$ 82,625	\$ 15	\$ -	\$ 82,640	
Commercial paper	41,229	7	-	41,236	
Total	\$ 123,854	\$ 22	\$ -	\$ 123,876	

The fair values of the Company's available-for-sale securities included within Marketable securities in the Condensed Consolidated Balance Sheets as of **March 31, 2024**, **June 30, 2024** and December 31, 2023, by remaining contractual maturity, are as follows (in thousands):

	June 30, 2024				
	One Year or Less	Over One Year Through Five Years	Over Five Years	Total	
	Financial Assets:				
Short-term marketable securities:					
U.S. Treasury securities	\$ 148,864	\$ —	\$ —	\$ 148,864	
Commercial paper	9,701	—	—	9,701	
Total	\$ 158,565	\$ —	\$ —	\$ 158,565	

	March 31, 2024				
	One Year or Less	Over One Year Through Five Years	Over Five Years	Total	
	Financial Assets:				
Short-term marketable securities:					
U.S. Treasury securities					
Commercial paper					
Total					

	December 31, 2023				
	One Year or Less	Over One Year Through Five Years	Over Five Years	Total	
	Financial Assets:				
Short-term marketable securities:					
U.S. Treasury securities					
Commercial paper					
Total					

	One Year or Less	Over One Year	Year Through or Less	Over Five Years	Five Years	Over Total
Financial Assets:						
Short-term marketable securities:						
Short-term marketable securities:						
Short-term marketable securities:						
U.S. Treasury securities						
U.S. Treasury securities						
U.S. Treasury securities	\$ 151,524	\$ -	\$ -	\$ 151,524		
Commercial paper	30,744	-	-	-	30,744	
Total	\$ 182,268	\$ -	\$ -	\$ 182,268		
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	December 31, 2023				
	One Year or Less	Over One Year Through Five Years		Over Five Years	Total
Financial Assets:					
Short-term marketable securities:					
U.S. Treasury securities	\$ 82,640	\$ -	\$ -	\$ -	\$ 82,640
Commercial paper	41,236	-	-	-	41,236
Total	\$ 123,876	\$ -	\$ -	\$ -	\$ 123,876

Note 4. Fair Fair Value of Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The Company utilizes a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- **Level 1:** Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.
- **Level 1:**
 - **Level 2:** Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
 - **Level 3:** Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.
- **Level 2:** Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- **Level 3:** Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

The carrying value of cash and cash equivalents, accounts payable and accrued expenses and other current liabilities approximates their fair values due to the short-term or on demand nature of these instruments. At **March 31, 2024****June 30, 2024** and **December 31, 2023****December 31, 2023**, the Company's investment portfolio included available-for-sale securities which were comprised of money market funds, U.S. treasury bills and commercial paper. The **majority of the Company's cash equivalents and short-term investments** consist of instruments classified as Level 1. However, the Company has U.S. Treasury bills and commercial paper papers that **is** **are** classified as Level 2 due to the fair value for these instruments being determined by utilizing observable inputs in similar assets or identical assets in non-active markets. **There were no transfers between** The fair value measurement levels for of certain of the three months ended **March 31, 2024** U.S. Treasury bills transferred to Level 2 from Level 1 of the fair value hierarchy due to trading activity, observability and **2023** accessibility of the pricing information from the most active market of the investment.

Warrants are recorded as Warrant liabilities in the Condensed Consolidated Balance Sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented as Change in fair value of warrant liabilities in the Condensed Consolidated Statements of Operations and Comprehensive **Loss**.

The Public Warrants and Private Warrants were carried at fair value as of **March 31, 2024****June 30, 2024** and **December 31, 2023****December 31, 2023**. The Public Warrants were valued using Level 1 inputs as they are traded in an active market. The Private Warrants were valued using a binomial lattice model. The primary unobservable input utilized in determining the fair value of the Private Warrants was the expected volatility of the Company's Class A common stock. The expected volatility was based on consideration of the implied volatility from the Company's own Public Warrant pricing and on the historical volatility observed at guideline public companies. As of **March 31, 2024****June 30, 2024**, the significant assumptions used in preparing the binomial lattice model for valuing the Private Warrants liability include (i) volatility of **89.9%****112.4%**, (ii) risk-free interest rate of **4.50%****4.70%**, (iii) strike price of \$11.50, (iv) fair value of Class A common stock of **\$1.97****\$1.05**, and (v) expected life of **2.2****1.9** years. As of **December 31, 2023****December 31, 2023**, the significant assumptions used in preparing the binomial lattice model for valuing the Private Warrants liability include (i) volatility of 92.1%, (ii) risk-free interest rate of 4.10%, (iii) strike price of \$11.50, (iv) fair value of Class A common stock of \$2.01, and (v) expected life of 2.4 years.

There were no exercises or redemptions of the Public Warrants or Private Warrants during the three **and six** months ended **March 31, 2024** or **June 30, 2024** and **2023**.

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The following table summarizes the Company's assets and liabilities in the Condensed Consolidated Balance Sheets as of **June 30, 2024** and **December 31, 2023**, that are measured at fair value on a recurring basis, by level, within the fair value hierarchy (in thousands):

	March 31, 2024				June 30, 2024
	Level 1	Level 2	Level 3	Total	
	Level 1	Level 2	Level 3	Total	
Financial Assets:					
Cash equivalents:					
Cash equivalents:					
Cash equivalents:					
Money market funds	\$ 45,470	\$ -	\$ -	\$ 45,470	
Money market funds					
Money market funds					
U.S. Treasury securities					
Marketable securities:					
U.S. Treasury securities					
U.S. Treasury securities					
U.S. Treasury securities	151,524	-	-	151,524	
Commercial paper	-	30,744	-	30,744	
Total assets at fair value on a recurring basis	<u>\$ 196,994</u>	<u>\$ 30,744</u>	<u>\$ -</u>	<u>\$ 227,738</u>	
Liabilities:					
Liabilities:					
Liabilities:					
Public Warrants					
Public Warrants					
Public Warrants	\$ 920	\$ -	\$ -	\$ 920	
Private Warrants	-	-	35	35	
Total liabilities at fair value on a recurring basis	<u>\$ 920</u>	<u>\$ -</u>	<u>\$ 35</u>	<u>\$ 955</u>	
December 31, 2023					
	Level 1	Level 2	Level 3	Total	
Financial Assets:					
Cash equivalents:					
Money market funds	\$ 50,226	\$ -	\$ -	\$ 50,226	

U.S. Treasury securities	59,654	-	-	59,654
Commercial paper	-	19,436	-	19,436
Marketable securities:				
U.S. Treasury securities	82,640	-	-	82,640
Commercial paper	-	41,236	-	41,236
Total assets at fair value on a recurring basis	<u><u>\$ 192,520</u></u>	<u><u>\$ 60,672</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 253,192</u></u>
Liabilities:				
Public Warrants	\$ 1,227	\$ -	\$ -	\$ 1,227
Private Warrants	-	-	47	47
Total liabilities at fair value on a recurring basis	<u><u>\$ 1,227</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 47</u></u>	<u><u>\$ 1,274</u></u>

	December 31, 2023				
	Level 1	Level 2	Level 3	Total	
Financial Assets:					
Cash equivalents:					
Money market funds	\$ 50,226	\$ —	\$ —	\$ —	\$ 50,226
U.S. Treasury securities	59,654	—	—	—	59,654
Commercial paper	—	19,436	—	—	19,436
Marketable securities:					
U.S. Treasury securities	82,640	—	—	—	82,640
Commercial paper	—	41,236	—	—	41,236
Total assets at fair value on a recurring basis	<u><u>\$ 192,520</u></u>	<u><u>\$ 60,672</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 253,192</u></u>	
Liabilities:					
Public Warrants	\$ 1,227	\$ —	\$ —	\$ —	\$ 1,227
Private Warrants	—	—	47	47	47
Total liabilities at fair value on a recurring basis	<u><u>\$ 1,227</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 47</u></u>	<u><u>\$ 47</u></u>	<u><u>\$ 1,274</u></u>

Note 5. Inventory Net

Inventory net, consists of the following as of **March 31, 2024** **June 30, 2024** and December 31, 2023 (in thousands):

	June 30, 2024		December 31, 2023	
	\$		\$	
Raw materials		1,626	\$	1,608
Work in progress		1,951		779
Finished goods		1,277		1,558
Total inventory	\$	<u><u>4,854</u></u>	\$	<u><u>3,945</u></u>

	March 31, 2024		December 31, 2023	
	\$		\$	
Raw materials	\$ 5,461		\$ 4,951	
Work in progress	2,039		784	
Finished goods	1,470		1,592	
Total inventory	8,970		7,327	
Inventory reserves	(4,024)		(3,382)	
Total inventory, net	\$ 4,946		\$ 3,945	

As of March 31, 2024 and December 31, 2023, the Company included \$4.0 million and \$3.4 million, respectively, of reserves against inventory in the Condensed Consolidated Balance Sheets related to product that was considered to not have an alternative future use. For the three and six months ended **March 31, 2024** **June 30, 2024**, the Company recorded \$0.6 million reserve against charges for inventory write-downs of \$1.0 million and \$1.6 million, respectively, in Research and Development expenses in the Condensed Consolidated Statements of Operations and Comprehensive Loss related to product that was considered to not have an alternative future use, Loss. There was/were no such reserve recorded against charges for inventory for write-downs during the three and six months ended **March 31, 2023** **June 30, 2023**.

Note 6. Property and Equipment, Net

Property and equipment, net, consists of the following as of **March 31, 2024****June 30, 2024** and **December 31, 2023****December 31, 2023** (in thousands):

	March 31, 2024		December 31, 2023	
	June 30, 2024		June 30, 2024	December 31, 2023
	\$	15,696	\$	14,727
Laboratory and production equipment				
Computer equipment		1,721		1,707
Purchased software		188		188
Furniture and fixtures		325		310
Leasehold improvements		7,226		6,948
Construction in process		2,133		2,438
Subtotal		27,289		26,318
Less: Accumulated depreciation and amortization		(11,120)		(10,043)
Property and equipment, net	\$	16,169	\$	16,275

Depreciation and amortization expense is included within **Selling, general and administrative expenses** in the **Condensed Consolidated Statements of Operations and Comprehensive Loss**. Depreciation and amortization expense was **\$1.1 million** **\$1.4 million** and **\$0.8 million** **\$1.0 million** for the three months ended **March 31, 2024** **June 30, 2024** and 2023, respectively, and **\$2.4 million** and **\$1.8 million** for the six months ended **June 30, 2024** and 2023, respectively. The Company had no disposals of property and equipment. No impairments were recorded for the three and six months ended **March 31, 2024**. Losses on disposals of property and equipment were immaterial for three months ended **March 31, 2023**. No impairments of property and equipment were recorded during the three months ended **March 31, 2024** and 2023. **June 30, 2024** or 2023.

Note 7. Leases

Lease-related costs for the three and six months ended **March 31, 2024****June 30, 2024** and 2023 are as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024		2023	
	\$	864	\$	1,006
Operating lease cost				
Variable lease cost		392		287
Total lease cost	\$	1,256	\$	1,293
	2024		2024	
	\$	864	\$	1,728

	2024	2023
Operating lease cost	\$ 864	\$ 982
Variable lease cost	436	394
Total lease cost	\$ 1,300	\$ 1,376

As of **March 31, 2024**, the maturities of the operating lease liabilities and a reconciliation to the present value of lease liabilities were **June 30, 2024** are as follows (in dollars in thousands):

	Remaining Lease Payments		Remaining Lease Payments
	Remaining Lease Payments	Remaining Lease Payments	
Remainder of 2024			\$ 3,339
2025			4,527
2026			4,585
2027			4,549
2028			2,975
Thereafter			10,053
Total remaining undiscounted lease payments	\$	30,028	

Less: Imputed interest	(6,441)	
Less: Lease incentives ⁽¹⁾	(9,104)	
Total operating lease liabilities	14,483	
Total lease liabilities		
Less: current portion	(1,610)	
Long-term operating lease liabilities	\$ 12,873	
Weighted-average remaining lease term (in years)	6.2	Weighted-average remaining lease term (in years) 5.9
Weighted-average discount rate	7.9 % rate	7.9 %

⁽¹⁾ Includes lease incentives that may be realized in 2024 for the costs of leasehold improvements.

⁽ⁱ⁾ Includes lease incentives that may be realized in 2024 for the costs of leasehold improvements.

The following table provides certain cash flow and supplemental cash flow information related to the Company's right-of-use assets and lease liabilities for the ~~threesix~~ months ended ~~March 31, 2024~~ ~~June 30, 2024~~ and 2023 (in thousands):

	2024	2023
Operating cash paid to settle operating lease liabilities	\$ 1,097	\$ 1,059
Six months ended June 30,		
	2024	2023
Operating cash paid to settle operating lease liabilities	\$ 2,196	\$ 2,119
Right-of-use assets obtained in exchange for lease liabilities	\$ —	\$ 83

In December 2021, the Company signed a 10-year lease for approximately 67,000 square feet of space in New Haven, Connecticut. The lease commenced on January 8, 2022 with rent payments beginning on July 7, 2022. Under the lease, the landlord ~~contractually~~ agreed to reimburse the Company for up to ~~\$9.1 million~~ \$9.1 million in improvements to the space, to be used for such improvements as the Company deems "necessary or desirable". On September 13, 2022, the Company filed a lawsuit against the landlord, alleging that the landlord has: (i) refused to reimburse the Company for costs related to improvements already incurred and submitted, (ii) delayed the Company's completion of improvements, in order to avoid reimbursing the costs of those improvements, and (iii) improperly rejected the Company's proposed improvement plans. The Company accounted for these lease incentives as an offset to the lease liability recorded at the inception of the lease. Although the Company believes it is ~~contractually entitled to the \$9.1 million~~ \$9.1 million of lease incentives, based on the current status of the litigation, the Company cannot determine the likely outcome or estimate the impact on such carrying ~~values~~ values.

The Company incurred and recognized total leasehold improvements of approximately ~~\$1.6 million~~ \$1.2 million and \$1.6 million related to reimbursable construction costs which ~~were~~ are included in construction in progress within Property and equipment, net, ~~in~~ on the Condensed Consolidated Balance Sheets as of ~~March 31, 2024~~ ~~June 30, 2024~~ and December 31, 2023, ~~respectively~~.

Note 8. ~~Accrued Accrued~~ Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following as of March 31, 2024 and December 31, 2023 (in thousands):

	June 30, 2024	December 31, 2023
Restructuring costs	\$ 6	\$ 519
Severance costs	169	—

Legal fees	1,619	979
Royalties	122	123
Other	1,530	194
Total accrued expenses and other current liabilities	\$ 3,446	\$ 1,815

	March 31, 2024	December 31, 2023
Restructuring costs	\$ 222	\$ 519
Legal fees	1,330	979
Royalties	93	123
Other	238	194
Total accrued expenses and other current liabilities	\$ 1,883	\$ 1,815

Note 9. Stock-based Compensation

Equity Incentive Plan

The Quantum-Si Incorporated 2021 Equity Incentive Plan (the "2021 Plan") provides for grants of stock options, stock appreciation rights, restricted stock, restricted stock units, and other stock or cash-based awards. Directors, officers and other employees of the Company and its subsidiaries, as well as others performing consulting or advisory services for the Company, are eligible for grants under the 2021 Plan. As of March 31, 2024/June 30, 2024, there were 14,661,839/13,055,792 shares available for future grant under the 2021 Plan.

Inducement Equity Incentives

Incentive Plan

On May 8, 2023/May 8, 2023, the Company adopted the 2023 Inducement Equity Incentive Plan (the "2023 Inducement Plan") to reserve 3,000,000 shares of its Class A common stock to be used exclusively for grants of awards to employees/individuals that were not previously employees or directors of the Company as a material inducement to such individuals' entry into employment with the Company within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The terms and conditions of the 2023 Inducement Plan are substantially similar to those of the 2021 Plan. As of March 31, 2024/June 30, 2024, there were 60,250 shares remaining available for issuance under the 2023 Inducement Plan.

Stock Options

Stock Options

During the three months ended March 31, 2024, the The Company did record not \$1.8 million grant any stock options to participants. Stock-based and \$2.3 million for stock-based compensation related to stock options for the three months ended March 31, 2024/June 30, 2024 and 2023, respectively, and \$3.1 million and \$4.6 million for the six months ended June 30, 2024 and 2023, respectively.

The Company estimates and records the compensation cost associated with the grants described above with an offsetting entry to paid-in capital. The Company utilized the Black-Scholes option pricing model for determining the estimated fair value for service or performance-based stock awards where performance is not tied to market conditions. The Black-Scholes option pricing model requires the use of subjective assumptions which determine the fair value of stock-based awards.

The fair value of each stock option award granted during the six months ended June 30, 2024 was \$1.3 million and \$2.3 million, respectively, estimated as of the grant date using a Black-Scholes model with the following assumptions:

	Six months ended June 30, 2024
Expected term (in years)	5.0
Risk-free interest rate	4.6% - 5.2%
Expected volatility	82.0% - 83.0%
Expected dividend yield	—
Weighted average grant date fair value per share	\$1.19

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A summary of the stock option activity for the six months ended June 30, 2024 is presented in the table below:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price (per share)</u>	<u>Weighted Average Remaining Contractual Term (in years)</u>	<u>Aggregate Intrinsic Value (in thousands)</u>
<u>Outstanding at December 31, 2023</u>	<u>22,511,900</u>	<u>\$ 2.79</u>	<u>8.2</u>	<u>\$ 3,194</u>
<u>Granted</u>	<u>1,547,306</u>	<u>1.76</u>		
<u>Exercised</u>	<u>(96,069)</u>	<u>1.41</u>		
<u>Forfeited</u>	<u>(882,581)</u>	<u>2.85</u>		
<u>Expired</u>	<u>(93,400)</u>	<u>\$ 2.31</u>		
<u>Outstanding at June 30, 2024</u>	<u>22,987,156</u>	<u>\$ 2.73</u>	<u>8.1</u>	<u>\$ 124</u>
<u>Options exercisable at June 30, 2024</u>	<u>9,280,378</u>	<u>\$ 3.31</u>	<u>6.7</u>	<u>\$ 124</u>
<u>Vested and expected to vest at June 30, 2024</u>	<u>19,687,318</u>	<u>\$ 2.79</u>	<u>7.9</u>	<u>\$ 124</u>

	<u>Number of Options</u>	<u>Weighted Average Exercise Price (per share)</u>	<u>Weighted Average Remaining Contractual Life (in years)</u>	<u>Aggregate Intrinsic Value (in thousands)</u>
<u>Outstanding at December 31, 2023</u>	<u>22,511,900</u>	<u>\$ 2.79</u>	<u>8.22</u>	<u>\$ 3,194</u>
<u>Granted</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Exercised</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Forfeited</u>	<u>(384,573)</u>	<u>3.78</u>	<u>-</u>	<u>-</u>
<u>Expired</u>	<u>(25,520)</u>	<u>0.06</u>	<u>-</u>	<u>-</u>
<u>Outstanding at March 31, 2024</u>	<u>22,101,807</u>	<u>\$ 2.78</u>	<u>8.01</u>	<u>\$ 2,832</u>
<u>Exercisable at March 31, 2024</u>	<u>7,918,930</u>	<u>\$ 3.52</u>	<u>6.65</u>	<u>\$ 610</u>
<u>Vested and expected to vest at March 31, 2024</u>	<u>18,615,698</u>	<u>\$ 2.85</u>	<u>7.86</u>	<u>\$ 2,286</u>

Modification of Performance Stock Options

In November 2022 and May 2023, the Company granted 2,780,000 and 1,000,000 performance-based stock option awards to its Chief Executive Officer and Chief Financial Officer, respectively. The vesting of these awards are subject to continued service to the Company and certain market conditions. The market conditions require the Company's Class A common stock trade above specified levels for a certain periods of time. The fair values of the awards were estimated at the grant date using the Monte Carlo simulation model.

On March 15, 2024, the market conditions that trigger the vesting of these performance-based stock option awards were modified. The modified market conditions require the Company's Class A common stock to trade above specified levels for certain defined periods of time that are different from the original awards. The Company accounted for the modifications as modifications of market conditions. The total incremental stock-based compensation expense to be recognized for these awards is \$2.4 million within Selling, general and administrative operating expenses in the Condensed Consolidated Statements of Operations and Comprehensive Loss. Incremental stock-based compensation expense for each of the three and six months ended March 31, 2024 June 30, 2024 was immaterial. \$0.2 million. There were no such modifications to performance-based stock option awards for the three and six months ended March 31, 2023 June 30, 2023.

Restricted Stock Units

During the three months ended March 31, 2024, the Company granted 5,406,164 recorded expense of \$0.7 million and a reversal of \$0.5 million for stock-based compensation expense related restricted stock unit ("RSU") awards. Stock-based compensation related to RSU awards for the three months ended March 31, 2024 June 30, 2024 and 2023, was \$0.3 million respectively, and \$1.6 million, respectively, expense of \$1.0 million and \$1.2 million for the six months ended June 30, 2024 and 2023, respectively. The three and six months ended June 30, 2023 included a reversal of stock-based compensation expense for the Company's former Chief Financial Officer and certain members of the Company's board of directors (the "Board") as the service condition of certain awards previously granted were not met.

A summary of the RSU activity for the six months ended June 30, 2024 is presented in the table below:

	<u>Number of Shares Underlying RSUs</u>	<u>Weighted Average Grant-Date Fair Value</u>
<u>Outstanding non-vested RSUs at December 31, 2023</u>	<u>847,169</u>	<u>\$ 2.68</u>
<u>Granted</u>	<u>6,329,373</u>	<u>1.69</u>
<u>Vested</u>	<u>(453,846)</u>	<u>2.92</u>
<u>Forfeited</u>	<u>(352,997)</u>	<u>1.80</u>
<u>Outstanding non-vested RSUs at June 30, 2024</u>	<u>6,369,699</u>	<u>\$ 1.73</u>

	<u>Number of Shares</u>	<u>Weighted Average Grant-Date Fair Value (per share)</u>
<u>Nonvested RSUs at December 31, 2023</u>	<u>847,169</u>	<u>\$ 2.68</u>
<u>Granted</u>	<u>5,406,164</u>	<u>1.73</u>
<u>Vested</u>	<u>(46,572)</u>	<u>6.66</u>
<u>Forfeited</u>	<u>(54,417)</u>	<u>2.11</u>
<u>Nonvested RSUs at March 31, 2024</u>	<u>6,152,344</u>	<u>1.82</u>

Stock-based The Company's stock-based compensation is allocated to Research and development and Selling, general and administrative the following operating expenses in the Condensed Consolidated Statements of Operations and Comprehensive Loss. Stock-based compensation expense for the three months ended March 31, 2024 and 2023 is categories as follows (in thousands):

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Research and development</u>	<u>\$ 768</u>	<u>\$ 1,085</u>	<u>\$ 1,258</u>	<u>\$ 2,052</u>
<u>Selling, general and administrative</u>	<u>1,658</u>	<u>780</u>	<u>2,813</u>	<u>3,721</u>
<u>Total stock-based compensation</u>	<u>\$ 2,426</u>	<u>\$ 1,865</u>	<u>\$ 4,071</u>	<u>\$ 5,773</u>

	<u>2024</u>		<u>2023</u>	
	<u>\$ 490</u>	<u>\$ 967</u>	<u>\$ 1,155</u>	<u>\$ 2,941</u>
<u>Research and development</u>	<u>\$ 490</u>	<u>\$ 967</u>		
<u>Selling, general and administrative</u>			<u>\$ 1,155</u>	<u>\$ 2,941</u>
<u>Total stock-based compensation</u>	<u>\$ 1,645</u>	<u>\$ 3,908</u>		

As of March 31, 2024 total unrecognized stock-based compensation related to stock options and RSUs was \$24.4 million, which is expected to be recognized over the remaining weighted average vesting period of 3.3 years.

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Note 10. Net Loss Per Share

The Company presents both basic earnings per share ("EPS") and diluted EPS. Basic net loss per share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per share is computed by giving effect to all common share equivalents to the extent they are dilutive. Basic and diluted net loss per share was the same for each period presented as the inclusion of all common share equivalents would have been anti-dilutive.

The following table presents the calculations for the three and six months ended March 31, 2024June 30, 2024 and 2023 of basic and diluted net loss per share for the Company's common stock (in thousands, except per share amounts):

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Numerator				
Net loss	\$ (23,099)	\$ (25,573)	\$ (42,573)	\$ (49,184)
Numerator for basic and diluted EPS - loss attributable to common stockholders	\$ (23,099)	\$ (25,573)	\$ (42,573)	\$ (49,184)
Denominator				
Common stock	141,939	141,507	141,856	140,897
Denominator for basic and diluted EPS - weighted-average common stock	141,939	141,507	141,856	140,897
Basic and diluted net loss per share	\$ (0.16)	\$ (0.18)	\$ (0.30)	\$ (0.35)

<u>Numerator</u>	<u>2024</u>	<u>2023</u>
------------------	-------------	-------------

Net loss	\$ (19,474)	\$ (23,611)
Numerator for basic and diluted EPS - loss attributable to common stockholders	\$ (19,474)	\$ (23,611)
Denominator		
Common stock	141,773	140,280
Denominator for basic and diluted EPS - weighted-average common stock	141,773	140,280
Basic and diluted net loss per share	\$ (0.14)	\$ (0.17)

Additionally, net loss per share attributable to Class A and Class B common stockholders was the same on a basic and diluted basis, as the inclusion of all potential common equivalent shares outstanding would have been anti-dilutive.

The following potential dilutive shares were excluded from the calculation of diluted net loss per share because their effect would be anti-dilutive for the three **and six** months ended **March 31, 2024** **June 30, 2024** and **2023**: **2023** (in thousands):

	2024	2023
Outstanding options to purchase common stock	22,101,807	24,218,892
Outstanding restricted stock units	6,152,344	465,866
Outstanding warrants	3,968,319	3,968,319
	<u>32,222,470</u>	<u>28,653,077</u>

	June 30,	
	2024	2023
Outstanding options to purchase common stock	22,987,156	27,194,585
Outstanding restricted stock units	6,369,699	469,492
Outstanding warrants	3,968,319	3,968,319
	<u>33,325,174</u>	<u>31,632,396</u>

Note 11. Warrant Liabilities

Public Warrants

As of **March 31, 2024** **June 30, 2024** and **December 31, 2023** **December 31, 2023**, there were an aggregate of 3,833,319 **outstanding** Public Warrants, **outstanding**, which entitle the holder to acquire Class A common stock. Each whole warrant entitles the registered holder to purchase one share of Class A common stock at an exercise price of \$11.50 per share, subject to adjustment as discussed below, beginning on September 9, 2021. The warrants will expire on June 10, 2026 or earlier upon redemption or liquidation.

Redemptions

Redemptions

At any time while the **Public Warrants** **warrants** are exercisable, the Company may redeem not less than all of the outstanding Public Warrants:

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption (the "30-day redemption period") to each warrant holder; and
- if, and only if, the closing price of the Company's Class A common stock equals or exceeds \$18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the warrant holders.
- at a price of \$0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption (the "30-day redemption period") to each warrant holder; and

- if, and only if, the closing price of the Company's Class A common stock equals or exceeds \$18.00 per share (as adjusted for stock splits, stock capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the warrant holders.

If the foregoing conditions are satisfied and the Company issues a notice of redemption of the Public Warrants at \$0.01 per warrant, each holder of Public Warrants will be entitled to exercise their Public Warrants held prior to the scheduled redemption date.

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If the Company calls the Public Warrants for redemption for \$0.01 as described above, the Board may elect to require any holder that wishes to exercise their his, her or its Public Warrants to do so on a "cashless basis." If the Board makes such election, all holders of Public Warrants would pay the exercise price by surrendering their warrants for the that number of shares of Class A common stock equal to the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the warrants, multiplied by the excess of the "fair market value" over the exercise price of the warrants by (y) the "fair market value". For purposes of the redemption provisions of the warrants, the "fair market value" means the average last reported sale price of the Class A common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants.

The Public Warrants do not meet the criteria to be classified in stockholders' equity as the exercise of the Public Warrants may be settled in cash upon the occurrence of a tender offer or exchange offer in which the maker of the tender offer or exchange offer, upon completion of the tender offer or exchange offer, beneficially owns more than 50% of the outstanding shares of the Company's Class A common stock, even if it would not result in a change of control of the Company. This provision precludes the Public Warrants from being classified in equity and thus they are classified as long-term liabilities in the Condensed Consolidated Balance Sheets.

Private Warrants

As of March 31, 2024 June 30, 2024 and December 31, 2023 December 31, 2023, there were 135,000 Private Warrants outstanding. The Private Warrants are identical to the Public Warrants, except that so long as they are held by HighCape Capital Acquisition LLC or any of its permitted transferees, (i) the Private Warrants and the shares of Class A common stock issuable upon the exercise of the Private Warrants were not transferable, assignable or saleable until 30 days after the completion of the Business Combination, (ii) the Private Warrants will be exercisable for cash or on a cashless basis, at the holder's option, and (iii) the Private Warrants are not subject to the Company's redemption option at the price of \$0.01 per warrant. The Private Warrants are subject to the Company's redemption option at the price of \$0.01 per warrant, provided that the other conditions of such redemption are met, as described above. If the Private Warrants are held by a holder other than HighCape Capital Acquisition LLC or any of its permitted transferees, the Private Warrants will be redeemable by the Company in all redemption scenarios applicable to the Public Warrants and exercisable by such holders on the same basis as the Public Warrants.

The Private Warrants do not meet the criteria to be classified in stockholders' equity as the terms of the warrants provide for potential changes to the settlement amounts depending upon the characteristics of the warrant holder, and, because the holder of a warrant is not an input into the pricing of a fixed-for-fixed option on equity shares. This provision precludes the Private Warrants from being classified in equity and thus they are classified as long-term liabilities in the Condensed Consolidated Balance Sheets.

The fair value of warrant liabilities was \$1.0 million \$0.5 million and \$1.3 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. The Company recognized gains a gain of \$0.3 million \$0.5 million and \$0.4 million for the three months ended March 31, 2024 and 2023, respectively, a loss of \$0.3 million as a Change in fair value of warrant liabilities in the Condensed Consolidated Statements of Operations and Comprehensive Loss. Loss for the three months ended

June 30, 2024 and 2023, respectively. The Company recognized gains of \$0.8 million and \$0.1 million as a Change in fair value of warrant liabilities in the Condensed Consolidated Statements of Operations and Comprehensive Loss for the six months ended June 30, 2024 and 2023, respectively. There were no exercises or redemptions of the Public Warrants or Private Warrants during the three and six months ended March 31, 2024 June 30, 2024 or 2023.

2023.

Note 12. Restructuring

Note 12. Restructuring

The Company committed to organizational restructurings during the first and third quarters of 2023, designed to decrease its costs and create a more streamlined organization to support its business. As of March 31, 2024 and December 31, 2023, December 31, 2023, the Company recorded a restructuring liability of \$0.2 million and \$0.5 million, respectively, which is included in Accrued expenses and other current liabilities in the Condensed Consolidated Balance Sheets. As of June 30, 2024, the restructuring liability recorded was immaterial.

The Company's restructuring costs, primarily for cash severance and other severance costs, are allocated to the following operating expense categories as follows (in thousands):

	Research and development	Selling, general and administrative	Total
Balance as of December 31, 2023	\$ 513	\$ 6	\$ 519
Restructuring charges incurred ⁽¹⁾	131	—	131

Cash payments and other adjustments ⁽¹⁾	(422)	(6)	(428)
Balance as of March 31, 2024	222	—	222
Cash payments and other adjustments ⁽¹⁾	(216)	—	(216)
Balance as of June 30, 2024	\$ 6	\$ —	\$ 6
Current liabilities			\$ 6
Long-term liabilities			—
Total liabilities as of June 30, 2024			\$ 6

	Research and Development	Selling, general and administrative	Total
Balance as of December 31, 2023	\$ 513	\$ 6	\$ 519
Restructuring charges incurred ⁽¹⁾	131	—	131
Cash payments and other adjustments ⁽¹⁾	(422)	(6)	(428)
Balance as of March 31, 2024	\$ 222	\$ —	\$ 222
Current liabilities			\$ 222
Long-term liabilities			—
Total liabilities as of March 31, 2024			\$ 222

(1) Restructuring charges incurred and Cash payments and other adjustments include non-cash charges related to stock-based compensation expenses.

(1) Restructuring charges incurred and Cash payments and other adjustments include non-cash charges related to stock-based compensation expenses.

The As of March 31, 2024, the Company's restructuring activities are complete as of March 31, 2024 and the complete. The Company does not expect to incur material additional charges associated with these activities.

Note 13. Income Taxes

Income taxes for the three and six months ended March 31, 2024 June 30, 2024 and 2023 are were recorded at the Company's estimated annual effective income tax rate, subject to adjustments for discrete events, if they occur. The Company's estimated annual effective tax rate was 0.0% for each of the three and six months ended March 31, 2024 June 30, 2024 and 2023. The primary reconciling items between the federal statutory rate of 21.0% for these periods and the Company's overall effective tax rate of 0.0% for these periods were related to the effects of deferred state income taxes, stock-based compensation changes in the fair value of warrant liabilities, research and development credits, and the valuation allowance recorded against the full amount of its the Company's net deferred tax assets.

A valuation allowance is required when it is more likely than not that some portion or all of the Company's deferred tax assets will not be realized. The realization of deferred tax assets depends on the generation of sufficient future taxable income during the period in which the Company's related temporary differences become deductible. Management believes that based on the earnings history of the Company, it is more likely than not that the benefits of these assets will not be realized, and therefore, a full valuation allowance has been recorded against the Company's net deferred tax assets as of March 31, 2024 June 30, 2024 and December 31, 2023 December 31, 2023.

Note 14. Related Party Transactions

Effective as of February 17, 2021, legacy Quantum-Si entered into a Master Services Agreement ("MSA") with 4Catalyzer Corporation ("4C"), a company controlled by Dr. Jonathan Rothberg, the Chairman a member of the Board, pursuant to which the Company may engage 4C to provide services such as general administration, facilities, information technology, financing,

legal, human resources and other services, through future statements of work and under terms and conditions to be determined by the parties with respect to any services to be provided. For the three months ended March 31, 2024 and 2023, the The Company incurred \$0.1 million of expenses payable to 4C. 4C of \$0.1 million and \$0.2 million for the three months ended June 30, 2024 and 2023, respectively, and \$0.1 million and \$0.4 million for the six months ended June 30, 2024 and 2023, respectively. These expenses included amounts for month-to-month sublease arrangements for office and laboratory spaces from 4C and certain administrative expenses. These amounts are included in Selling, general and administrative expenses in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

Effective October 1, 2022, the Company entered into a Protein Engineering Collaboration (the "New Collaboration") with Protein Evolution, Inc. ("PEI") to develop technology and methods in the field of nanobodies and potentially other binders to produce novel biological reagents and related data. Dr. Rothberg serves as Chairman a member of the board of

directors of PEI and the Rothberg family are controlling stockholders of PEI. As of **March 31, 2024** **June 30, 2024** and **December 31, 2023**, the amount due from PEI to the Company related to the New Collaboration was **\$0.2 million**. As of **December 31, 2023** **\$0.1 million** and **\$0.3 million**, the amount due from PEI to the Company related to the New Collaboration was **\$0.3 million** terminated effective May 1, 2024.

Effective November 1, 2022, the Company entered into an Advisory Agreement with Dr. Rothberg (the "Advisory Agreement"), pursuant to which Dr. Rothberg serves as **Chairman** a member of the Board, advises the Chief Executive Officer and the Board on strategic matters, and provides consulting, business development and similar services on matters relating to the Company's current, future and potential scientific and strategic initiatives and such other consulting services reasonably requested from time to time. Pursuant to the Advisory Agreement, as compensation for the services provided thereunder, in March 2023, the Company granted Dr. Rothberg an option to purchase 250,000 shares of Class A common stock pursuant to the 2021 Plan. In connection with the Advisory Agreement, Dr. Rothberg's title was changed from Executive Chairman to Chairman of the Board.

Note 15. Commitments and Contingencies

Commitments

Licenses related to certain intellectual property:

The Company licenses certain intellectual property, some of which may be utilized in its current or future product offerings. To preserve the right to use such intellectual property, the Company is required to make annual minimum fixed payments totaling approximately \$0.1 million as well as royalties based on net sales if the royalties exceed annual minimum fixed payments. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the Company had accrued royalties of approximately \$0.1 million included in Accrued expenses and other current liabilities in the Condensed Consolidated Balance Sheets.

Other commitments:

The Company sponsors a 401(k) defined contribution plan covering all eligible U.S. employees (the "401(k) Plan"). Contributions to the 401(k) Plan are discretionary. The Company did not make any matching contributions to the 401(k) Plan for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023.

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Contingencies

The Company is subject to claims in the ordinary course of business. Except as discussed below, the Company is not currently a party to any pending or threatened litigation, the outcome of which would be expected to have a material adverse effect on its financial condition, results of operations, or cash flows. The Company accrues contingent liabilities to the extent the liability is probable and estimable.

On May 16, 2024, a punitive class action lawsuit was filed in the Delaware Court of Chancery, styled *Farzad v. HighCape Capital, et al.* (the "Delaware Stockholder Litigation"). The Delaware Stockholder Litigation asserts breach of fiduciary duty claims against the former officers and directors of HighCape Capital Acquisition Corp., including Kevin Rakin, Matt Zuga, David Colpman, Robert Taub and Antony Loebel, HighCape Capital Acquisition LLC and HighCape Capital L.P., aiding and abetting breach of fiduciary duty claims against Foresite Capital Management, LLC and Dr. Rothberg, and unjust enrichment claims against all defendants related to the Business Combination. The Delaware Stockholder Litigation complaint alleges that the transactions contemplated by the Business Combination were a product of an unfair process which was allegedly impacted by conflicts of interest, resulting in mispricing of the Business Combination. The complaint seeks, among other things, unspecified damages and attorneys' fees and costs. There is no assurance that defendants will be successful in the defense of the litigation or that insurance will be available or adequate to fund any potential settlement or

judgment or the litigation costs of the action. At the time of this filing the outcome of this matter is not estimable or probable.

In April 2023, the Company informed the contract manufacturer that had manufactured its **Platinum®** **Platinum®** and **Carbon™** instruments that it intended to wind down the relationship and transition to a different contract manufacturer. In October 2023, the former contract manufacturer filed a complaint against the Company in the State of Texas alleging breach of contract and made claims for economic damage and attorney costs. In January 2024, the suit was withdrawn and refiled in the State of Minnesota alleging similar claims. Although it is not possible to determine the potential financial exposure associated with the alleged claim at this time given its early stage, the Company believes it has a meritorious defense and intends to vigorously defend against all claims asserted in the **complaint**. At the time of this filing the outcome of this matter is not estimable or probable.

The Company enters into agreements that contain indemnification provisions with other parties in the ordinary course of business, including business partners, investors, contractors, and the Company's officers, directors and certain employees. The Company has agreed to indemnify and defend the indemnified party claims and related losses suffered or incurred by the indemnified party from actual or threatened third-party claims because of the Company's activities or non-compliance with certain representations and warranties made by the Company. It is not possible to determine the maximum potential loss under these indemnification provisions due to the Company's limited history of prior indemnification claims and the unique facts and circumstances involved in any particular case. To date, losses recorded in the Condensed Consolidated Statements of Operations and Comprehensive Loss in connection with the indemnification provisions have not been material.

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

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. The discussion should be read in conjunction with (i) the unaudited Condensed Consolidated Financial Statements and notes thereto contained in this Quarterly Report on Form 10-Q, (ii) the Consolidated Financial Statements and notes thereto for the year ended December 31, 2023 contained in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (the "SEC") on February 29, 2024, and (iii) our other public reports filed with the SEC. This discussion contains forward looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2023 and this our Quarterly Report on Form 10-Q, 10-Q for the quarter ended March 31, 2024. Actual results may differ materially from those contained in any forward-looking statements. Unless the context otherwise requires, references to "we", "us", "our", the "Company" or "Quantum-Si" are intended to mean the business and operations of Quantum-Si Incorporated and its consolidated subsidiaries. The unaudited Condensed Consolidated Financial Statements for the three and six months ended March 31, 2024 June 30, 2024 and 2023, respectively, present the financial position and results of operations of Quantum-Si Incorporated and its consolidated subsidiaries.

Overview

We are an innovative life sciences company with the mission of transforming single-molecule analysis and democratizing its use by providing researchers and clinicians access to the proteome, the set of proteins expressed within a cell. We have developed a proprietary universal single-molecule detection platform that we are first applying to proteomics to enable NGPS, Next-Generation Protein Sequencing ("NGPS"), the ability to sequence proteins in a massively parallel fashion (rather than sequentially, one at a time), that can be used for the study of nucleic acids. Our platform was designed to offer an end-to-end workflow including both sample preparation and sequencing and is comprised of our Platinum® NGPS instrument, the Platinum Analysis Software service, and reagent kits and proprietary semiconductor chips for use with our Platinum® instrument. We began a controlled launch of the Platinum® instrument in December 2022 and subsequently initiated a full commercial launch at the end of the first quarter of 2024.

Now that our Platinum® and Platinum Analysis Software system has launched, we intend to follow a systematic, phased approach to continue to successfully launch updates to our platform. We believe we are the first company to successfully enable NGPS on a semiconductor chip, thus digitizing a massive proteomics opportunity, which allows for a massively parallel solution at the ultimate level of sensitivity -single-molecule- single-molecule detection. We believe our platform, which is designed to streamline sequencing and data analysis at a lower instrument cost than legacy proteomic solutions, could allow our product to have wide utility across the study of the proteome. For example, we believe our platform could be used for biomarker discovery and disease detection, pathway analysis, immune response, vaccine development, quality assurance and quality control, among other applications.

Results of Operations for the Three and Six Months Ended March 31, 2024June 30, 2024 as Compared to the Three and Six Months Ended March 31, 2023June 30, 2023

The following table presents the unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss for the three and six months ended March 31, 2024June 30, 2024 and 2023 (dollars in thousands):

	Three months ended March 31,				
	2024	2023	\$ Change	% Change	
Three months ended June 30,					
Revenue:					
Product	\$ 428	\$ 251	\$ 177	70.5 %	
Service	29	3	26	866.7 %	
Total revenue	457	254	203	79.9 %	
Cost of revenue	188	130	58	44.6 %	
Cost of revenue					
Cost of revenue					
Gross profit	269	124	145	116.9 %	
Gross profit					
Gross profit					

Operating expenses:								
Research and development								
Research and development								
Research and development	12,101	18,167	(6,066)	(33.4)%	14,381	15,834	15,834	(1,453)
Selling, general and administrative	11,528	11,178	350	3.1%	Selling, general and administrative	12,424	11,136	11,136
Total operating expenses	23,629	29,345	(5,716)	(19.5)%	Total operating expenses	26,805	26,970	26,970
Loss from operations	(23,360)	(29,221)	5,861	(20.1)%	Loss from operations	(26,451)	(26,892)	(26,892)
Dividend and interest income	3,574	2,219	1,355	61.1%	Dividend and interest income	2,887	2,483	2,483
Gain on marketable securities, net	-	2,942	(2,942)	(100.0)%	(Loss) gain on marketable securities, net	—	(1,181)	1,181
Change in fair value of warrant liabilities	319	391	(72)	(18.4)%	Change in fair value of warrant liabilities	477	(310)	(310)
Other (expense) income, net	(7)	58	(65)	(112.1)%	Other income (expense), net	(12)	327	(339)
Loss before provision for income taxes	(19,474)	(23,611)	4,137	(17.5)%	Loss before provision for income taxes	(23,099)	(25,573)	(25,573)
Provision for income taxes	-	-	-	nm	Provision for income taxes	—	—	—
Net loss	<u>\$ (19,474)</u>	<u>\$ (23,611)</u>	<u>\$ 4,137</u>	<u>(17.5)%</u>	Net loss	<u>\$ (23,099)</u>	<u>\$</u>	<u>\$ (25,573)</u>
				21				<u>\$ 2,474</u>

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[Revenue, Cost of Revenue and Gross Profit](#)

Revenue is derived from sales of products and services. Product revenue is generated from the following sources: (i) sales of our Platinum® instrument, (ii) consumables, which consist of sales of our library, sequencing reagents and semiconductor chips, and (iii) freight revenue, which is recognized upon shipment. Service revenue is generated from service maintenance contracts including Platinum Analysis Software access, and advanced training for instrument use.

Cost of revenue primarily consists of product and service costs including material costs, personnel costs and benefits, inbound and outbound freight, packaging, warranty replacement costs, royalty costs, facilities costs, depreciation and amortization expense, and inventory **excess and obsolescence reserves**. **write-offs**.

Revenue, Cost of revenue and Gross profit for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 are as follows (dollars in thousands):

	2024	2023	\$ Change	% Change
Total revenue	\$ 457	\$ 254	\$ 203	79.9 %
Cost of revenue	188	130	58	44.6 %
Gross profit	\$ 269	\$ 124	\$ 145	116.9 %
Gross profit margin	58.9 %	48.8 %		

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Total revenue	\$ 622	\$ 205	\$ 417	203.4 %	\$ 1,079	\$ 459	\$ 620	135.1 %

Cost of revenue	268	127	141	111.0 %	456	257	199	77.4 %
Gross profit	\$ 354	\$ 78	\$ 276	353.8 %	\$ 623	\$ 202	\$ 421	208.4 %
Gross profit margin	56.9 %	38.0 %			57.7 %	44.0 %		

Total revenue for the three months ended March 31, 2024 increased \$0.2 million, or 79.9%, for the sale of Platinum® instruments, related reagent kits and service maintenance contracts increased \$0.4 million, or 203.4%, and \$0.6 million, or 135.1%, for the three and six months ended June 30, 2024, respectively, as compared to the same period periods in 2023. 2023.

Cost of revenue recognized increased \$0.1 million, or 111.0%, and \$0.2 million, or 77.4% for the three and six months ended March 31, 2024 increased \$0.1 million, or 44.6%, June 30, 2024, respectively, as compared to the same period periods in 2023. 2023.

Gross profit increased \$0.1 million \$0.3 million, or 353.8%, and \$0.4 million, or 116.9% 208.4%, for the three and six months ended March 31, 2024. June 30, 2024, respectively, as compared to the same periods in 2023.

We began a controlled launch of the Platinum® instrument and started to take orders in December 2022. We subsequently began limited commercial shipments of Platinum® in January 2023 and subsequently initiated a full commercial launch at the end of the first quarter of 2024.

Research and Development Expenses

Research and development expenses primarily consist of personnel costs and benefits, stock-based compensation, lab supplies, consulting and professional services, fabrication services, charges related to product without an alternative future use, facilities costs, software, and other outsourced expenses. Research and development expenses are recognized as incurred. Our research and development expenses are primarily related to developing new products and services.

Research and development expenses for the three and six months ended March 31, 2024 June 30, 2024 and 2023 are as follows (dollars in thousands):

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Research and development	\$ 14,381	\$ 15,834	\$ (1,453)	(9.2)%	\$ 26,482	\$ 34,001	\$ (7,519)	(22.1)%

	2024	2023	\$ Change	% Change
Research and development	\$ 12,101	\$ 18,167	\$ (6,066)	(33.4)%

Research and development expenses decreased by \$6.1 million \$1.5 million, or 33.4% 9.2%, for the three months ended March 31, 2024 June 30, 2024, when compared to the same period in 2023. This decrease was primarily due to a \$4.0 million decrease in fabrication and outsourced services and a \$1.7 million \$2.2 million decrease in payroll and payroll-related costs, primarily driven by restructuring activities that occurred in the three months ended June 30, 2023. The decrease was partially offset by an increase of \$0.7 million in laboratory supplies expense.

Research and development expenses decreased by \$7.5 million, or 22.1%, for the six months ended June 30, 2024, when compared to the same period in 2023. This decrease was primarily due to a \$4.1 million decrease in fabrication and outsourced services, a \$4.0 million decrease in payroll and payroll-related costs and a \$0.8 million decrease in stock-based compensation expense. The decrease in payroll and payroll-related costs were primarily driven by restructuring activities that occurred in 2023 and a decrease in personnel costs that were capitalized for the three six months ended March 31, 2024 June 30, 2023. These decreases were partially offset by a \$1.3 million increase in laboratory supplies expense and an \$0.8 million increase in depreciation and amortization expense.

Selling, General and Administrative Expenses

Selling, general and administrative expenses primarily consist of personnel costs and benefits, stock-based compensation, patent and filing fees, consulting and professional services, legal and accounting services, facilities costs, depreciation and amortization expense, insurance and office expenses, product advertising and marketing.

Selling, general and administrative expenses for the three and six months ended March 31, 2024 June 30, 2024 and 2023 are as follows (dollars in thousands):

	2024				2023				\$ Change		% Change	
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change				
Selling, general and administrative	\$ 11,528	\$ 11,178	\$ 350	3.1 %								

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Selling, general and administrative	\$ 12,424	\$ 11,136	\$ 1,288	11.6 %	\$ 23,952	\$ 22,314	\$ 1,638	7.3 %

Selling, general and administrative expenses increased **\$0.4 million** **\$1.3 million**, or **3.1% 11.6%**, for the three months ended **March 31, 2024** as **June 30, 2024**, when compared to the same period in 2023. This **increase** was primarily due to a **\$0.9 million** increase in stock-based compensation expense, a **\$0.4 million** increase in outsourced services, a **\$0.3 million** increase in legal expense, a **\$0.3 million** increase in tax expense and a **\$0.2 million** increase in trade show and other marketing-related expenses. These increases were partially offset by a **\$0.9 million** decrease in professional services and consulting fees and a **\$0.3 million** decrease in insurance costs.

Selling, general and administrative expenses increased **\$1.6 million**, or **7.3%**, for the six months ended **June 30, 2024**, when compared to the same period in 2023. The increase was primarily due to a **\$1.2 million** increase in legal fees, a **\$0.8 million** increase in payroll and payroll-related costs, a **\$0.7 million** increase in trade show and other marketing-related expenses, a **\$0.5 million** increase in outsourced services and a **\$0.4 million** increase in marketing expenses incurred as part of our increased commercialization efforts, tax expense. These increases were partially offset by a decrease of **\$1.0 million** in professional services and consulting fees, a **\$0.9 million** net decrease in personnel costs stock-based compensation expense, and a **\$0.4 million** **\$0.7 million** decrease in insurance costs.

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Dividend and Interest Income

In 2024, dividend and interest income is derived primarily from fixed income securities and money market mutual funds. In 2023, dividend and interest income was derived from mutual funds.

Dividend and interest income for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 are as follows (dollars in thousands):

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Dividend and interest income	\$ 2,887	\$ 2,483	\$ 404	16.3 %	\$ 6,461	\$ 4,702	\$ 1,759	37.4 %
					2024	2023	\$ Change	% Change
Dividend and interest income			\$ 3,574		\$ 2,219	\$ 1,355		61.1 %

Dividend and interest income increased by **\$1.4 million**, or **61.1%**, **\$0.4 million** and **\$1.8 million** for the three and six months ended **March 31, 2024** **June 30, 2024**, respectively, as compared to the same period periods in 2023. The 2023 increase was a result of higher dividends and interest earned on invested balances in marketable securities.

(Loss) Gain on Marketable Securities, Net

Gain(**Loss**) gain on marketable securities, net, for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 is as follows (dollars in thousands):

	2024				2023				\$ Change	% Change
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change		
Gain on marketable securities, net	\$ -	\$ 2,942	\$ (2,942)	(100.0)%						
(Loss) gain on marketable securities, net	\$ —	\$ (1,181)	\$ 1,181	(100.0)%	\$ —	\$ 1,761	\$ (1,761)	(100.0)%		

There was no **Gain**(**Loss**) gain on marketable securities, net, for the three and six months ended **March 31, 2024** **June 30, 2024** as compared to a loss of **\$1.2 million** and a gain of **\$2.9 million** **\$1.8 million** for the same period periods in 2023. 2023, respectively. The prior year losses and gains were primarily related to market adjustments of investments in marketable securities, which consisted of fixed income mutual funds.

Change in Fair Value of Warrant Liabilities

The warrant liabilities were recorded at fair value as part of the business combination between HighCape Capital Acquisition LLC and Quantum-Si Incorporated in June 2021 (the "Business Combination"). Change in fair value of warrant liabilities primarily consists of the change in the fair value of our Public Warrants and Private Warrants.

Change in warrant liabilities for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 is as follows (dollars in thousands):

	2024	2023	\$ Change	% Change

Change in fair value of warrant liabilities	\$ 319	\$ 391	\$ (72)	(18.4)%
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	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Change in fair value of warrant liabilities	\$ 477	\$ (310)	\$ 787	(253.9)%	\$ 796	\$ 81	\$ 715	882.7 %

The change in fair value of warrant liabilities decreased \$0.1 million, or 18.4%, \$0.5 million for the three months ended March 31, 2024 as June 30, 2024 compared to an increase of \$0.3 million for the same period of 2023. The change in fair value of warrant liabilities decreased \$0.8 million for the six months ended June 30, 2024 compared to a decrease of \$0.1 million for the same period of 2023. This decrease was These fluctuations were primarily driven by the decrease change in the underlying trading price of our Class A common stock experienced during the three months ended March 31, 2024, periods reported.

Other (Expense) Income, Net

Other (expense) income, net, for the three and six months ended March 31, 2024June 30, 2024 and 2023 are as follows (dollars in thousands):

	Three months ended June 30,				Six months ended June 30,			
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change
Other income (expense), net	\$ (12)	\$ 327	\$ (339)	(103.7)%	\$ (19)	\$ 385	\$ (404)	(104.9)%
Other (expense) income, net					\$ (7)	\$ 58	\$ (65)	(112.1)%

Other (expense) income, net, decreased by \$0.1 million\$0.3 million, or 112.1% 104%, and \$0.4 million, or 105%, for the three and sixmonths ended March 31, 2024 ended June 30, 2024 as compared to the same period for 2023, periods in 2023. This decrease was primarily due to a \$0.4 million decrease in the fair value of contingent consideration associated with the 2021 acquisition of Majelac Technologies LLC.

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Liquidity and Capital Resources

The following table presents a summary of our consolidated cash flows for operating, investing, and financing activities for the threesix months ended March 31, 2024June 30, 2024 and 2023 (in thousands):

Net cash (used in) provided by:	Three months ended March 31,			
	2024		2023	
	Six months ended June 30,			
Net cash used in operating activities	\$ (23,208)	\$ (28,698)		
Net cash (used in) provided by investing activities	(57,428)	26,039		
Net cash used in financing activities	(56)	-		
Net cash provided by financing activities				
Effect of exchange rate changes on cash and cash equivalents	(5)	-		
Net change in cash and cash equivalents	\$ (80,697)	\$ (2,659)		
Net increase in cash and cash equivalents				

Net cash used in operating activities

The net cash used in operating activities during the threesix months ended March 31, 2024, June 30, 2024 was \$23.2 million \$41.8 million compared to \$28.7 million \$51.6 million for the same period in 2023. This \$5.5 million \$9.8 million decrease in cash used was primarily driven by our operating results which resulted in a \$3.1 million \$4.4 million decrease in net cash used year-over-year as well as a decrease of \$2.4 million \$5.4 million in net cash used resulting from changes in operating assets and liabilities. Timing of cash receipts and cash payments in the ordinary course of business caused operating cash flow to fluctuate from period to period.

Net cash (used in) provided by investing activities

During the ~~thre~~six months ended ~~March 31, 2024~~June 30, 2024, net cash used in investing activities was ~~\$57.4 million~~\$32.6 million compared to net cash provided by investing activities of ~~\$26.0 million~~\$55.2 million for the same period in 2023. This change was due primarily to an increase in cash used for purchases of marketable securities of ~~\$78.8 million~~\$208.8 million as well as a ~~\$7.0 million decrease~~\$118.9 million increase in proceeds from the sales and maturities of marketable securities.

Net cash used in provided by financing activities

During the ~~thre~~six months ended ~~March 31, 2024~~June 30, 2024, net cash used in financing activities was \$0.1 million. The net cash used primarily consisted of proceeds from the exercise of stock options offset by deferred offering costs paid for the Shelf Registration Statement and the ATM Offering, both of which are defined and described below. There were no financing activities during the ~~thre~~six months ended ~~March 31, 2023~~June 30, 2023.

Liquidity Outlook

Since our inception, we have funded our operations primarily with proceeds from the issuance of equity to private investors, as well as with the proceeds received from the closing of the Business Combination on June 10, 2021. Additionally, we began to generate revenue during 2023 from commercial sales of our Platinum® instrument. Our primary uses of liquidity have been operating expenses, capital expenditures and our acquisition of certain assets. Cash flows from operations have been historically negative as we continue to invest in the development of our technology in NGPS. Going forward, we anticipate debt or equity offerings will be the primary source of funds to support our operating needs and capital expenditures until we reach scale of our commercial operations. We expect to incur negative operating cash flows on an annual basis for the foreseeable future until such time that we can scale our revenue growth.

We expect that our existing cash and cash equivalents and investments in marketable securities, together with revenue from the sale of our products and services, will be sufficient to meet our liquidity, capital expenditure, and anticipated working capital requirements and fund our operations for at least the next 12 months. We expect to use our cash and cash equivalents and investments in marketable securities and funds from revenue generated to invest in our continued commercialization efforts, to further invest in research and development, for other operating expenses, business acquisitions and for working capital and general corporate purposes.

As of ~~March 31, 2024~~June 30, 2024, we had cash and cash equivalents and investments in marketable securities totaling ~~\$235.4 million~~\$218.1 million. Our future capital requirements may vary from those currently planned and will depend on various factors including the pace and success of product commercialization.

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Our ongoing commercialization of Platinum® as well as our continuing research and development efforts to enhance our Platinum® instrument may require an accelerated amount of spending to enhance the sales and marketing teams, continue to drive development, and build inventory. Other factors that could accelerate cash needs include: (i) delays in achieving scientific and technical milestones, (ii) unforeseen capital expenditures and fabrication costs related to manufacturing for

commercialization, (iii) changes we may make in our business or commercialization strategy, (iv) costs of running a public company, (v) other items affecting our forecasted level of expenditures and use of cash resources, including potential acquisitions, and (vi) increased product and service costs.

In August 2023, we filed a \$150 million Shelf Registration Statement (the "Shelf Registration Statement"), which became effective on August 22, 2023.

In August 2023, we also entered into an Equity Distribution Agreement ("EDA") with an outside placement agent (the "Agent"), under which we may, from time to time, sell shares of our Class A common stock under the ATM Offering. Offering (as defined below). The Shelf Registration Statement includes a prospectus supplement covering the offering, issuance and sale of up to \$75 million of our Class A common stock, from time to time, in at-the-market offerings through the Agent (the "ATM Offering"). The shares to be sold under the EDA may be issued and sold pursuant to the Shelf Registration Statement. The EDA also provides that the Agent will be entitled to compensation for its services in an amount up to 3.0% of the gross proceeds from the sales of shares sold through the Agent under the EDA. We have no obligation to sell any shares under the EDA and may at any time suspend solicitation and offers under the EDA. To date, we have not issued or sold any shares of our Class A common stock under the ATM Offering.

In the future, we may be unable to obtain any required additional financing on terms favorable to us, if at all. If adequate funds are not available to us on acceptable terms or otherwise, we may be unable to successfully develop or enhance products and services, respond to competitive pressure or take advantage of acquisition opportunities, any of which could have a material adverse effect on our business, financial condition, operating results and cash flows.

Capital Expenditures

We forecast capital expenditures in order to execute on our business plan and maintain growth; however, the actual amount and timing of such capital expenditures will ultimately be determined by the volume of business. We anticipate our future capital expenditures will be at approximately the same level as compared to the year ended December 31, 2023. We have funded and plan to continue funding these capital expenditures with cash and financing.

Contractual Obligations

We lease certain facilities and equipment under non-cancellable lease agreements that expire at various dates through 2032. As of **March 31, 2024** **June 30, 2024**, the future lease payments, before adjustments for tenant incentives, **under leases** was approximately **\$30.0 million** **\$28.9 million**.

Licenses related to certain intellectual property

We license certain intellectual property, some of which may be utilized in our current or future product offerings. To preserve the right to use such intellectual property, we are required to make annual minimum fixed payments totaling approximately \$0.1 million as **well well** as royalties based on net sales if the royalties exceed annual minimum fixed payments.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our unaudited Condensed Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited Condensed Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited Condensed Consolidated Financial Statements, as well as expenses incurred during the reporting periods. Our estimates are based on our historical experience and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about items that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Please refer to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended **December 31, 2023** **December 31, 2023** and **Note 2. Summary of Significant Accounting Policies**, in the accompanying notes to the unaudited Condensed Consolidated Financial Statements for a complete description of our significant accounting policies.

Recently Issued Accounting Pronouncements

Please refer to **Note 2. Summary of Significant Accounting Policies**, in the accompanying notes to the unaudited Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q for a description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations.

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Item 3.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Inflation risk

We believe inflation can and has had an impact on the underlying cost of our supplies and manufacturing components related to our business. To the extent our costs are impacted by general inflationary pressures, we may not be able to fully offset such higher costs through price increases or manufacturing efficiencies. Our inability or failure to do so could harm our business, financial condition, results of operations or cash flows.

Interest rate risk

As of **March 31, 2024** **June 30, 2024**, our marketable securities are comprised primarily of investments in money market funds backed by U.S. government issued securities, U.S. Treasury bills, and high-quality corporate commercial paper. The primary objective of our investments is the preservation of capital to fulfill liquidity needs. We do not enter into investments for trading or speculative purposes. Based on the short-term nature of our holdings, future interest rate changes are not expected to have a material impact on our marketable securities.

Foreign Currency Risk

Presently, we operate our business primarily within the United States, with limited sales outside the United States. To date, we have executed the majority of our transactions in U.S. dollars. In the future, we anticipate expanding into Europe and other locations outside the United States. This expansion may include transacting business in currencies other than the U.S. Dollar. Despite this, we anticipate conducting limited activity outside the U.S. Dollar in the near term, and therefore foreign currency translation risk is not expected to have a material impact on our Consolidated Financial Statements. However, the growth of our operations, scope of transactions outside the United States, and the use of currencies other than the U.S. Dollar may grow in the future, at which point it is possible foreign currency translation will have a material effect on our operations. To date, we have not entered into any hedging arrangements with respect to foreign currency risk. As our international operations grow, we will continue to reassess our approach to managing our risk relating to fluctuations in currency rates.

Item 4.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2024June 30, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2024June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

ITEM 1.

ITEM 1. LEGAL PROCEEDINGS.

LEGAL PROCEEDINGS.

From time to time, the Company is engaged in legal proceedings in the ordinary course of business. For further information on the Company's legal proceedings, please refer to [Note 15. Commitments and Contingencies](#), in the notes to the Condensed Consolidated Financial Statements.



ITEM 1A. RISK FACTORS.

Our business, results of operations, financial condition and cash flows are subject to various risks and uncertainties including the risk factors described under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, filedfiled with the SEC on February 29, 2024, and in ourQuarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 9, 2024. There have been no material changes from the risk factor described below factors previously disclosed.

We rely on certain contract manufacturers to manufacture and supply our instruments, components of our instruments, and certain components of our consumable offerings. If these manufacturers should fail or not perform satisfactorily, our ability to commercialize and supply our instruments and consumable offerings would be adversely affected.

We rely on certain contract manufacturers to manufacture and supply our instruments, components of our instruments, and certain components of our consumable offerings. Since most of our contracts with these manufacturers do not commit them to carry inventory or make available any particular quantities, these manufacturers may give other customers' needs higher priority than ours, and we may not be able to obtain adequate supplies in a timely manner or on commercially reasonable terms. Further, if these manufacturers are unable to obtain critical components used in our instruments or supply our instruments on the timelines we require, our business and commercialization efforts would be harmed. For example, in November 2023 we began a process of transitioning the manufacturing of our Platinum® instrument to a new provider. Transitioning this process could take more time than anticipated and run into technical challenges, and may ultimately prove to be unsuccessful. If we are unable to begin manufacturing at this new contract manufacturer in a timely fashion, it will affect our ability to produce Platinum® instruments which would harm our research and development efforts and commercial operations.

In the event it becomes necessary to utilize a different contract manufacturer for our products or components of our products, we would experience additional costs, delays and difficulties in doing so as a result of identifying and entering into an agreement with a new manufacturer as well as preparing such new manufacturer to meet the logistical requirements associated with manufacturing our instruments and consumable offerings, and our business would suffer. In addition, if our products are authorized for use by the FDA as medical devices, we will need to contract with FDA-registered device establishments that are able to comply with current Good Manufacturing Practice requirements that are set forth in the QSR, unless explicitly exempted by regulation.

In addition, certain of the components and consumables used in our instruments and consumable offerings are sourced from a limited number, or sole source suppliers. If we were to lose such a supplier, there can be no assurance that we will be able to identify or enter into an agreement with an alternative supplier on a timely basis on acceptable terms, if at all. An interruption in our ability to sell and deliver instruments or consumable offerings to customers could occur if we encounter delays or difficulties in securing these components or consumables, or if the quality of the components or consumables supplied do not meet specifications, or if we cannot then obtain an acceptable substitute. Our suppliers have also been impacted by the COVID-19 pandemic, and in the past, we have experienced supply delays for critical hardware and instrumentation as a result. If any of these events occur, our business, results of operations, financial condition and prospects could be harmed.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Issuer Purchases of Equity Securities

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

10b5-1 Trading Arrangements

From time to time, our officers (as defined in Rule 16a-1(f) of the Exchange Act) and directors may enter into Rule 10b5-1 or non-Rule 10b5-1 trading arrangements (as each such term is defined in Item 408 of Regulation S-K). During the three months ended March 31, 2024, June 30, 2024, none of our officers or directors adopted, modified or terminated any such trading arrangements.

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ITEM 6. EXHIBITS

ITEM 6. EXHIBITS.

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
3.1	Second Amended and Restated Certificate of Incorporation of Quantum-Si Incorporated, as amended	X			
10.1+ 31.1	Nonemployee Director Compensation Policy	Form 2/29/2024 001-10-K 39486 (Exhibit 10.16)			
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X	X		
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X		X	
32.1*	Certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X		X	
32.2*	Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X		X	
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)	X		X	
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X		X	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X		X	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X		X	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X		X	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X		X	
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	X		X	

+ Management contract or compensatory plan or arrangement.

* The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Quantum-Si Incorporated under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of such Form 10-Q), irrespective of any general incorporation language contained in such filing.

* The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Quantum-Si Incorporated under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of such Form 10-Q), irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

QUANTUM-SI INCORPORATED

Date: August 7, 2024

By: /s/ Jeffrey Hawkins

Jeffrey Hawkins

President and Chief Executive Officer

Date: August 7, 2024

By: /s/ Jeffry Keyes

Jeffry Keyes

Chief Financial Officer and Treasurer

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Exhibit 3.1

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
HIGHCAPE CAPITAL ACQUISITION CORP.**

HighCape Capital Acquisition Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The name of this corporation is HighCape Capital Acquisition Corp. The date of the filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was June 10, 2020.
2. This Second Amended and Restated Certificate of Incorporation, which restates, integrates and further amends the certificate of incorporation of this corporation as heretofore amended and restated, has been duly adopted by the corporation in accordance with Sections 242 and 245 of the DGCL and shall be effective at 10:00 a.m. Eastern time on June 10, 2021.
3. The certificate of incorporation of this corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE II

NAME

The name of the corporation is "Quantum-Si Incorporated" (hereinafter called the "Corporation").

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE IV

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware or any applicable successor act thereto, as the same may be amended from time to time (the "DGCL").

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ARTICLE V

CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 628,000,000 shares, consisting of 600,000,000 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), 27,000,000 shares of Class B Common Stock, par value \$0.0001 per share ("Class B Common Stock"), and 1,000,000 shares of Preferred Stock, par value \$0.0001 per share ("Preferred Stock"). The number of authorized shares of Class A Common Stock, Class B Common Stock or Preferred Stock may be increased or decreased (but not below (i) the number of shares thereof then outstanding and (ii) with respect to the Class A Common Stock, the number of shares of Class A Common Stock reserved pursuant to Section 8 of Part A of this Article IV) by the affirmative vote of the holders of capital stock representing a majority of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL.

The following is a statement of the designations and the powers, preferences, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. CLASS A COMMON STOCK AND CLASS B COMMON STOCK.

Unless otherwise indicated, references to "Sections" or "Subsections" in this Part A of this Article IV refer to sections and subsections of Part A of this Article IV.

1. Equal Status: General. Except as otherwise provided in this Second Amended and Restated Certificate of Incorporation (as amended and/or restated from time to time, including pursuant to any Preferred Stock Designation (as defined below), this "Amended and Restated Certificate of Incorporation") or required by applicable law, shares of Class A Common Stock and Class B Common Stock shall have the same rights, privileges and powers, rank equally (including as to dividends and distributions, and upon any liquidation, dissolution, distribution of assets or winding up of the Corporation), share ratably and be identical in all respects and as to all matters. The voting, dividend, liquidation and other rights, powers and preferences of the holders of Class A Common Stock and Class B Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock of any series as may be designated by the Board of Directors of the Corporation (the "Board") upon any issuance of the Preferred Stock of any series.

2. Voting. Except as otherwise required by applicable law, at all meetings of stockholders and on all matters submitted to a vote of stockholders of the Corporation generally, each holder of Class A Common Stock, as such, shall have the right to one (1) vote per share of Class A Common Stock held of record by such holder and each holder of Class B Common Stock, as such, shall have the right to twenty (20) votes per share of Class B Common Stock held of record by such holder. Except as otherwise required by applicable law or provided in this Amended and Restated Certificate of Incorporation, the holders of shares of Class A Common Stock and Class B Common Stock, as such, shall (a) at all times vote together as a single class on all matters (including the election of directors) submitted to a vote of the stockholders of the Corporation generally, (b) be entitled to notice of any stockholders' meeting in accordance with the Amended and Restated Bylaws of the Corporation, as the same may be amended and/or restated from time to time (the "Bylaws"), and (c) be entitled to vote upon such matters and in such manner as may be provided by applicable law; *provided, however, that, except as otherwise required by applicable law, holders of Class A Common Stock and Class B Common Stock, as such, shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are exclusively entitled, either separately or together with the holders of one or more other such series of Preferred Stock, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation or applicable law.* There shall be no cumulative voting.

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3. Dividend and Distribution Rights. Shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any dividends or distributions as may be declared and paid from time to time by the Board out of any assets of the Corporation legally available therefor; *provided, however, that in the event a dividend is paid in the form of shares of Class A Common Stock or Class B Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares), then holders of Class A Common Stock shall be entitled to receive shares of Class A Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), and holders of Class B Common Stock shall be entitled to receive shares of Class B Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), with holders of shares of Class A Common Stock and Class B Common Stock receiving, on a per share basis, an identical number of shares of Class A Common Stock or Class B Common Stock (or rights to acquire, or securities convertible into or exchangeable for, such shares, as the case may be), as applicable. Notwithstanding the foregoing, the Board may pay or make a disparate dividend or distribution per share of Class A Common Stock or Class B Common Stock (whether in the amount of such dividend or distribution payable per share, the form in which such dividend or distribution is payable, the timing of the payment, or otherwise) if such disparate dividend or distribution is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.*

4. Subdivisions, Combinations or Reclassifications. Shares of Class A Common Stock or Class B Common Stock may not be subdivided, combined or reclassified unless the shares of the other class is concurrently therewith proportionately subdivided, combined or reclassified in a manner that maintains the same proportionate equity ownership between the holders of the outstanding Class A Common Stock and Class B Common Stock on the record date for such subdivision, combination or reclassification; *provided, however, that shares of one such class may be subdivided, combined or reclassified in a different or disproportionate manner if such subdivision, combination or reclassification is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.*

5. Liquidation, Dissolution or Winding Up. Subject to the preferential or other rights of any holders of Preferred Stock then outstanding, upon the dissolution, distribution of assets, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of Class A Common Stock and Class B Common Stock will be entitled to receive ratably all assets of the Corporation available for distribution to its stockholders unless disparate or different treatment of the shares of each such class with respect to distributions upon any such liquidation, dissolution, distribution of assets or winding up is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

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6. Certain Transactions.

6.1 Merger or Consolidation. In the case of any distribution or payment in respect of the shares of Class A Common Stock or Class B Common Stock, or any consideration into which such shares are converted, upon the consolidation or merger of the Corporation with or into any other entity, such distribution, payment or consideration that the holders of shares of Class A Common Stock or Class B Common Stock have the right to receive, or the right to elect to receive, shall be made ratably on a per share basis among the holders of the Class A Common Stock and Class B Common Stock as a single class; *provided, however,* that shares of such classes may receive, or have the right to elect to receive, different or disproportionate distribution, payment or consideration in connection with such consolidation, merger or other transaction in order to reflect the special rights, powers and privileges of holders of shares of Class B Common Stock under this Amended and Restated Certificate of Incorporation (which may include, without limitation, securities distributable to the holders of, or issuable upon the conversion of, each share of Class B Common Stock outstanding immediately prior to such transaction having not more than twenty (20) times the voting power of any securities distributable to the holders of, or issuable upon the conversion of, each share of Class A Common Stock outstanding immediately prior to such transaction or any other share of stock then outstanding) or such other rights, powers, privileges or other terms that are no more favorable, in the aggregate, to the holders of the Class B Common Stock relative to the holders of the Class A Common Stock than those contained in this Amended and Restated Certificate of Incorporation.

6.2 Third-Party Tender or Exchange Offers. The Corporation may not enter into any agreement pursuant to which a third party may by tender or exchange offer acquire any shares of Class A Common Stock or Class B Common Stock unless the holders of (a) the Class A Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration and the same amount of consideration on a per share basis as the holders of the Class B Common Stock would receive, or have the right to elect to receive, and (b) the Class B Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration and the same amount of consideration on a per share basis as the holders of the Class A Common Stock would receive, or have the right to elect to receive; *provided, however,* that shares of such classes may receive, or have the right to elect to receive, different or disproportionate consideration in connection with such tender or exchange offer in order to reflect the special rights, powers and privileges of the holders of shares of the Class B Common Stock under this Amended and Restated Certificate of Incorporation (which may include, without limitation, securities exchangeable for each share of Class B Common Stock having twenty (20) times the voting power of any securities exchangeable for each share of Class A Common Stock or any other share of stock then outstanding) or such other rights, powers, privileges or other terms that are no more favorable, in the aggregate, to the holders of the Class B Common Stock relative to the holders of the Class A Common Stock than those contained in this Amended and Restated Certificate of Incorporation.

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7. Conversion.

7.1 Optional Conversion of Class B Common Stock. Each share of Class B Common Stock shall be convertible into one (1) fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the Corporation (an "Optional Class B Conversion Event"). Before any holder of Class B Common Stock shall be entitled to convert any shares of Class B Common Stock into shares of Class A Common Stock, such holder shall surrender the certificate or certificates therefor (if any), duly endorsed, at the principal corporate office of the Corporation or of any transfer agent for the Class B Common Stock, and shall provide written notice to the Corporation at its principal corporate office, of such conversion election and shall state therein the name or names (i) in which the certificate or certificates representing the shares of Class A Common Stock into which the shares of Class B Common Stock are so converted are to be issued (if such shares of Class A Common Stock are certificated) or (ii) in which such shares of Class A Common Stock are to be registered in book-entry form (if such shares of Class A Common Stock are uncertificated). If the shares of Class A Common Stock into which the shares of Class B Common Stock are to be converted are to be issued in a name or names other than the name of the holder of the shares of Class B Common Stock being converted, such notice shall be accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the holder. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder, or to the nominee or nominees of such holder, a certificate or certificates representing the number of shares of Class A Common Stock to which such holder shall be entitled upon such conversion (if such shares of Class A Common Stock are certificated) or shall register such shares of Class A Common Stock in book-entry form (if such shares of Class A Common Stock are uncertificated). Such conversion shall be deemed to be effective immediately prior to the close of business on the date of such surrender of the shares of Class B Common Stock to be converted following or contemporaneously with the provision of written notice of such conversion election as required by this Subsection 7.1, the shares of Class A Common Stock issuable upon such conversion shall be deemed to be outstanding as of such time, and the Person or Persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be deemed to be the record holder or holders of such shares of Class A Common Stock as of such time. Notwithstanding anything herein to the contrary, shares of Class B Common Stock represented by a lost, stolen or destroyed stock certificate may be converted pursuant to an Optional Class B Conversion Event if the holder thereof notifies the Corporation or its transfer agent that such certificate has been lost, stolen or destroyed and makes an affidavit of that fact acceptable to the Corporation and executes an agreement acceptable to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificate.

7.2 Automatic Conversion of Class B Common Stock. To the extent set forth below, each applicable share of Class B Common Stock shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the occurrence of an event described below (a "Mandatory Class B Conversion Event").

(a) **Transfers.** Each share of Class B Common Stock that is subject to a Transfer (as defined in Section 11), other than a Permitted Transfer (as defined in Section 11), shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A

(b) **Reduction in Voting Power.** Each outstanding share of Class B Common Stock shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the first date on which the Founder, together with all other Qualified Stockholders, collectively cease to beneficially own at least 20% of the number of shares of Class B Common Stock (as such number of shares is equitably adjusted in respect of any reclassification, stock dividend, subdivision, combination or recapitalization of the Class B Common Stock) collectively held by the Founder and his Permitted Transferees as of the Effective Date.

(c) **Affirmative Vote.** Each outstanding share of Class B Common Stock shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A Common Stock upon the date specified by the affirmative vote of the holders of at least two-thirds (2/3) of the then outstanding shares of Class B Common Stock, voting as a separate class.

7.3 **Certificates.** Each outstanding stock certificate (if shares are in certificated form) that, immediately prior to the occurrence of a Mandatory Class B Conversion Event, represented one or more shares of Class B Common Stock subject to such Mandatory Class B Conversion Event shall, upon such Mandatory Class B Conversion Event, be deemed to represent an equal number of shares of Class A Common Stock, without the need for surrender or exchange thereof. The Corporation shall, upon the request of any holder whose shares of Class B Common Stock have been converted into shares of Class A Common Stock as a result of an Optional Class B Conversion Event or a Mandatory Class B Conversion Event (either of the foregoing, a "Conversion Event") and upon surrender by such holder to the Corporation of the outstanding certificate(s) formerly representing such holder's shares of Class B Common Stock, if any (or, in the case of any lost, stolen or destroyed certificate, upon such holder providing an affidavit of that fact acceptable to the Corporation and executing an agreement acceptable to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificate), issue and deliver to such holder (or such other Person specified pursuant to Subsection 7.1) certificate(s) representing the shares of Class A Common Stock into which such holder's shares of Class B Common Stock were converted as a result of such Conversion Event (if such shares are certificated) or, if such shares are uncertificated, register such shares in book-entry form. Each share of Class B Common Stock that is converted pursuant to Subsection 7.1 or 7.2 shall thereupon automatically be retired and shall not be available for reissuance.

7.4 **Policies and Procedures.** The Corporation may, from time to time, establish such administrative policies and procedures, not in violation of applicable law or the other provisions of this Amended and Restated Certificate of Incorporation or Bylaws of the Corporation, relating to the conversion of the Class B Common Stock into Class A Common Stock, as it may deem necessary or advisable in connection therewith (it being understood, for the avoidance of doubt, that this sentence shall not authorize or empower the Corporation to expand upon the events that constitute a Mandatory Class B Conversion Event).

8. **Reservation of Stock.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock.

9. **Protective Provisions.** Unless such action is first approved by the affirmative vote (or written consent) of the holders of two-thirds (2/3rd) of the then-outstanding shares of Class B Common Stock, voting as a separate class, in addition to any other vote required by applicable law, this Amended and Restated Certificate of Incorporation or the Bylaws, prior to the Final Conversion Date, the Corporation shall not, whether by merger, consolidation, certificate of designation or otherwise (i) amend, alter, repeal or waive any provision of Part A of this Article IV (or adopt any provision inconsistent therewith), or (ii) except for the shares of Class B Common Stock issued pursuant to the Merger and as provided in Section 10 below, authorize, or issue any shares of, any class or series of capital stock of the Corporation entitling the holder thereof to more than (1) vote for each share thereof or entitling any class or series of securities to designate or elect directors as a class or series separate from the Class A Common Stock and Class B Common Stock.

10. **Issuance of Additional Shares.** From and after the Effective Date, additional shares of Class B Common Stock may be issued only to a Qualified Stockholder.

11. **Definitions.** For purposes of this Amended and Restated Certificate of Incorporation:

"**Change of Control Transaction**" means (i) the sale, lease, exchange, or other disposition (other than liens and encumbrances created in the ordinary course of business, including liens or encumbrances to secure indebtedness for borrowed money that are approved by the Board, so long as no foreclosure occurs in respect of any such lien or encumbrance) of all or substantially all of the Corporation's property and assets (which shall for such purpose include the property and assets of any direct or indirect subsidiary of the Corporation), *provided* that any sale, lease, exchange or other disposition of property or assets exclusively between or among the Corporation and any direct or indirect subsidiary or subsidiaries of the Corporation shall not be deemed a "**Change of Control Transaction**"; (ii) the merger, consolidation, business

combination, or other similar transaction of the Corporation with any other entity, other than a merger, consolidation, business combination, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation and more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such merger, consolidation, business combination, or other similar transaction, and the stockholders of the Corporation immediately prior to the merger, consolidation, business combination, or other similar transaction continuing to own voting securities of the Corporation, the surviving entity or its parent immediately following the merger, consolidation, business combination, or other similar transaction in substantially the same proportions (vis a vis each other) as such stockholders owned of the voting securities of the Corporation immediately prior to the transaction; and (iii) a recapitalization, liquidation, dissolution, or other similar transaction involving the Corporation, other than a recapitalization, liquidation, dissolution, or other similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation and more than fifty percent (50%) of the total number of outstanding shares of the Corporation's capital stock, in each case as outstanding immediately after such recapitalization, liquidation, dissolution or other similar transaction, and the stockholders of the Corporation immediately prior to the recapitalization, liquidation, dissolution or other similar transaction continuing to own voting securities of the Corporation, the surviving entity or its parent immediately following the recapitalization, liquidation,

dissolution or other similar transaction in substantially the same proportions (vis a vis each other) as such stockholders owned of the voting securities of the Corporation immediately prior to the transaction.

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"Effective Date" means the date on which this Amended and Restated Certificate of Incorporation is first effective.

"Family Member" means with respect to any natural person who is a Qualified Stockholder (a) the spouse of such Qualified Stockholder, (b) the parents, grandparents, lineal descendants, siblings or lineal descendants of siblings of such Qualified Stockholder or (c) the parents, grandparents, lineal descendants, siblings or lineal descendants of siblings of the spouse of such Qualified Stockholder. Lineal descendants shall include adopted persons, but only so long as they are adopted during minority.

"Fiduciary" means a Person who (a) is an executor, personal representative, administrator, trustee, manager, managing member, general partner, director, officer or any other agent of a Person and (b) manages, controls or otherwise has decision-making authority with respect to such Person, but, in each case, only to the extent that such Person may be removed, directly or indirectly, by one or more Qualified Stockholders and replaced with another Fiduciary selected, directly or indirectly, by one or more Qualified Stockholders.

"Final Conversion Date" means the date on which no shares of Class B Common Stock shall remain outstanding.

"Founder" means Dr. Jonathan M. Rothberg.

"Liquidation Event" means any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or any Change of Control Transaction.

"Merger" means the merger of Tenet Merger Sub, Inc. with and into Quantum-Si Incorporated pursuant to that certain Business Combination Agreement, dated as of February 18, 2021, by and among the Corporation, Tenet Merger Sub, Inc., a Delaware corporation, and Quantum-Si Incorporated.

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"Parent" of an entity means any entity that directly or indirectly owns or controls a majority of the voting power of the voting securities of such entity.

"Permitted Entity" means:

(a) a Permitted Trust for so long as such Permitted Trust is solely for the current benefit of a Qualified Beneficiary (and, for the avoidance of doubt, notwithstanding that a remainder interest in such Permitted Trust is for the benefit of any Person other than a Qualified Beneficiary);

(b) any general partnership, limited partnership, limited liability company, corporation, public benefit corporation or other entity, in each case, for so long as such entity is exclusively owned, by (1) one or more Qualified Stockholders, (2) one or more Family Members of such Qualified Stockholders and/or (3) any other Permitted Entity of such Qualified Stockholders;

(c) any foundation or similar entity or any Qualified Charity for so long as (i) one or more Qualified Stockholders continues to, directly or indirectly, exercise Voting Control over any shares of Class B Common Stock from time to time Transferred to such foundation or similar entity or Qualified Charity, and/or (ii) a Fiduciary of such foundation or similar entity or Qualified Charity exercises Voting Control over such shares of Class B Common Stock;

(d) an Individual Retirement Account, as defined in Section 408(a) of the Internal Revenue Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Qualified Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Internal Revenue Code for so long as such Qualified Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class B Common Stock held in such account, plan or trust;

(e) the executor or personal representative of the estate of a Qualified Stockholder upon the death of such Qualified Stockholder solely to the extent the executor or personal representative is acting in the capacity of executor or personal representative of such estate;

(f) a revocable living trust, which revocable living trust is itself both a Permitted Trust and a Qualified Stockholder, during the lifetime of the natural person grantor of such trust; or

(g) a revocable living trust (including any irrevocable administrative trust resulting from the death of the natural person grantor of such trust) which trust is itself both a Permitted Trust and a Qualified Stockholder, following the death of the natural person grantor of such trust, solely to the extent that such shares are held in such trust pending distribution to the beneficiaries designated in such trust.

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Except as explicitly provided for herein, a Permitted Entity of a Qualified Stockholder shall not cease to be a Permitted Entity solely by reason of the death of that Qualified Stockholder.

"Permitted Transfer" means, and is restricted to, any Transfer of a share of Class B Common Stock:

(a) by a Qualified Stockholder that is not a Permitted Entity to (i) one or more Family Members of such Qualified Stockholder, (ii) any Permitted Entity of such Qualified Stockholder, or (iii) any Permitted Entity of one or more Family Members of such Qualified Stockholder;

(b) by a Permitted Entity of a Qualified Stockholder to (i) such Qualified Stockholder or one or more Family Members of such Qualified Stockholder, (ii) any other Permitted Entity of such Qualified Stockholder, or (iii) any Permitted Entity of one or more Family Members of such Qualified Stockholder; or

(c) any Transfer approved in advance by the Board, or a duly authorized committee of the Board, upon a determination that such Transfer is not inconsistent with the purposes of the foregoing provisions of this definition of "Permitted Transfer".

For the avoidance of doubt, the direct Transfer of any share or shares of Class B Common Stock by a holder thereof to any other Person shall qualify as a "Permitted Transfer" within the meaning of this Section, if such Transfer could have been completed indirectly through one or more transactions involving more than one Transfer, so long as each Transfer in such transaction or transactions would otherwise have qualified as a "Permitted Transfer" within the meaning of this Section. For the further avoidance of doubt, a Transfer may qualify as a "Permitted Transfer" within the meaning of this Section under any one or more than one of the clauses of this Section as may be applicable to such Transfer, without regard to any proviso in, or requirement of, any other clause(s) of this Section.

"Permitted Transferee" means, as of any date of determination, a Person that is entitled to be a transferee of shares of Class B Common Stock in a Transfer that, as of such date, would constitute a Permitted Transfer.

"Permitted Trust" means a bona fide trust where each trustee is (a) a Qualified Stockholder; (b) a Family Member of a Qualified Stockholder; or (c) a professional in the business of providing trustee services, including private professional fiduciaries, trust companies, accounting, legal or financial advisor, or bank trust departments.

"Person" means any individual, corporation, limited liability company, limited or general partnership, joint venture, association, joint-stock company, trust, unincorporated organization or other entity, whether domestic or foreign.

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"Qualified Beneficiary" means (i) one or more Qualified Stockholders, (ii) one or more Family Members of a Qualified Stockholder and/or (iii) any other Permitted Entities of one or more Qualified Stockholders.

"Qualified Charity" means a domestic U.S. charitable organization, contributions to which are deductible for federal income, estate, gift and generation skipping transfer tax purposes.

"Qualified Stockholder" means (i) the Founder, (ii) any Person that receives Class B Common Stock in the Merger, and (iii) any Person that is a Permitted Transferee.

"Requisite Stockholder Consent" means (i) prior to the Voting Threshold Date, the action at a meeting or by written consent (to the extent permitted under this Amended and Restated Certificate of Incorporation) of the holders of a majority in voting power of the shares of capital stock of the Corporation that would then be entitled to vote in the election of directors at an annual meeting of stockholders, and (ii) on and after the Voting Threshold Date, the action at a meeting or by written consent (to the extent permitted under this Amended and Restated Certificate of Incorporation) of the holders of two-thirds (2/3rds) of the voting power of the shares of capital stock of the Corporation that would then be entitled to vote in the election of directors at an annual meeting of stockholders.

"Transfer" of a share of Class B Common Stock means, directly or indirectly, any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law (including by merger, consolidation or otherwise), including, without limitation, the transfer of a share of Class B Common Stock to a broker or other nominee or the transfer of, or entering into a binding agreement with respect to, Voting Control over such share by proxy or otherwise. A Transfer shall also be deemed to have occurred with respect to a share of Class B Common Stock beneficially held by a Person that received shares in a Permitted Transfer if there occurs any act or circumstance that causes such Person to no longer be a Permitted Transferee. In addition, for the avoidance of doubt, a Transfer shall be deemed to have occurred if a holder that is a partnership, limited partnership, limited liability company or corporation distributes or otherwise transfers its shares of Class B Common Stock to its partners, stockholders, members or other equity owners. Notwithstanding the foregoing, the following shall not be considered a Transfer:

(a) the granting of a revocable proxy to officers or directors of the Corporation at the request of the Board in connection with (i) actions to be taken at an annual or special meeting of stockholders, or (ii) any other action of the stockholders permitted by this Amended and Restated Certificate of Incorporation;

(b) entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with stockholders who are holders of Class B Common Stock, which voting trust, agreement or arrangement does not involve any payment of cash, securities or other property to the holder of the shares subject thereto other than the mutual promise to vote shares in a designated manner; for the avoidance of doubt, any voting trust, agreement or arrangement entered into prior to the Effective Date shall not constitute a Transfer;

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(c) the pledge of shares of Class B Common Stock by a stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction for so long as such stockholder continues to exercise Voting Control over such pledged shares; *provided, however*, that a foreclosure on such shares or other similar action by the pledgee shall constitute a Transfer unless such foreclosure or similar action qualifies as a Permitted Transfer at such time;

(d) any change in the trustee(s) or the Person(s) and/or entity(ies) having or exercising Voting Control over shares of Class B Common Stock held by a Permitted Entity, *provided* that following such change such Permitted Entity continues to be a Permitted Entity;

(e) (1) the assignment, transfer, conveyance, hypothecation or other transfer or disposition of shares of Class B Common Stock by a Qualified Stockholder to a grantor retained annuity trust (a "GRAT") for which the trustee is (A) such Qualified Stockholder, (B) a Family Member of such Qualified Stockholder, (C) a professional in the business of providing trustee services, including private professional fiduciaries, trust companies, accounting, legal or financial advisors, or bank trust departments, (D) an employee of the Corporation or a member of the Board or (E) solely in the case of any such trust established by a natural Person grantor, any other bona fide trustee; (2) the change in trustee for such a GRAT from one of the Persons identified in the foregoing subclauses (A) through (E) to another Person identified in the foregoing subclauses (A) through (E); and (3) the distribution of such shares of Class B Common Stock from such GRAT to such Qualified Stockholder (*provided, however*, that the distribution of shares of Class B Common Stock to any beneficiary of such GRAT except such Qualified Stockholder shall constitute a Transfer unless such distribution qualifies as a Permitted Transfer at such time);

(f) any Transfer of shares of Class B Common Stock, whether by a Qualified Stockholder or a Permitted Entity, to a broker or other nominee for so long as the transferor retains (i) Voting Control, (ii) sole dispositive power over such shares of Class B Common Stock, and (iii) the economic consequences of ownership of such shares of Class B Common Stock;

(g) entering into a trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, with a broker or other nominee; *provided, however*, that a sale of such shares of Class B Common Stock pursuant to such plan shall constitute a "Transfer" at the time of such sale;

(a) in connection with a Change of Control Transaction (1) the entering into a support, voting, tender or similar agreement or arrangement, (2) the granting of any proxy and/or (3) the tendering of any shares in any tender or exchange offer for all of the outstanding shares of Class A Common Stock and Class B Common Stock;

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(b) due to the fact that the spouse of any holder of shares of Class B Common Stock possesses or obtains an interest in such holder's shares of Class B Common Stock arising solely by reason of the application of the community property laws of any jurisdiction, so long as no other event or circumstance shall exist or have occurred that constitutes a "Transfer" of such shares of Class B Common Stock; *provided* that any transfer of shares by any holder of shares of Class B Common Stock to such holder's spouse, including a transfer in connection with a divorce proceeding, domestic relations order or similar legal requirement, shall constitute a "Transfer" of such shares of Class B Common Stock unless (1) otherwise exempt from the definition of Transfer, or (2) in connection with such divorce proceeding, domestic relations order or similar legal requirement, a Qualified Stockholder is entitled to retain (and for so long as a Qualified Stockholder does actually retain) either (x) the exclusive right to exercise the power to vote or direct the voting of such shares of Class B Common Stock, or (y) sole dispositive power over such shares of Class B Common Stock; and

(c) entering into a support, voting, tender or similar agreement, arrangement or understanding (with or without granting a proxy) in connection with a Liquidation Event or consummating the actions or transactions contemplated therein (including, without limitation, tendering shares of Class B Common Stock in connection with a Liquidation Event, the consummation of a Liquidation Event or the sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of shares of Class B Common Stock or any legal or beneficial interest in shares of Class B Common Stock in connection with a Liquidation Event), *provided* that such Liquidation Event was approved by the Board.

"Voting Control" means, with respect to a share of Class B Common Stock, the power (whether exclusive or shared) to vote or direct the voting of such share by proxy, voting agreement or otherwise.

"Voting Threshold Date" means the first date on which the issued and outstanding shares of Class B Common Stock represents less than 50% of the total voting power of the then outstanding shares of capital stock of the Corporation that would then be entitled to vote in the election of directors at an annual meeting of stockholders.

B. PREFERRED STOCK

Subject to Article IV, Part A Section 9, Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law.

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Subject to Article IV, Part A Section 9, authority is hereby expressly granted to the Board from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by adopting a resolution or resolutions providing for the issuance of the shares thereof and by filing a certificate of designations relating thereto in accordance with the DGCL (a "Preferred Stock Designation"), to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law.

ARTICLE VI
AMENDMENT OF THE CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change, adopt or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; *provided, however*, that, notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of shares of any class or series of capital stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal any provision of this Amended and Restated Certificate of Incorporation, or adopt any provision of this Amended and Restated Certificate of Incorporation inconsistent therewith; *provided further*, so long as any shares of Class B Common Stock remain outstanding, the Corporation shall not, without the prior affirmative vote of the holders of two-thirds (2/3rds) of the outstanding shares of Class B Common Stock, voting as a separate class, in addition to any other vote required by applicable law or this Amended and Restated Certificate of Incorporation, directly or indirectly, whether by amendment, or through merger, recapitalization, consolidation or otherwise amend, alter, change, repeal or adopt any provision of this Amended and Restated Certificate of Incorporation (1) in a manner that is inconsistent with, or that otherwise alters or changes, any of the voting, conversion, dividend or liquidation provisions of the shares of Class B Common Stock or other rights, powers, preferences or privileges of the shares of Class B Common Stock; (2) to provide for each share of Class A Common Stock or Preferred Stock to have more than one (1) vote per share or any rights to a separate class vote of the holders of shares of Class A Common Stock other than as provided by this Amended and Restated Certificate of Incorporation or required by the DGCL; or (3) to otherwise adversely impact or affect the rights, powers, preferences or privileges of the shares of Class B Common Stock in a manner that is disparate from the manner in which it affects the rights, powers, preferences or privileges of the shares of Class A Common Stock; *provided further*, so long as any shares of Class A Common Stock remain outstanding, the Corporation shall not, without the prior affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock, voting as a separate class, in addition to any other vote required by applicable law or this Amended and Restated Certificate of Incorporation, directly or indirectly, whether by amendment, or through merger, recapitalization, consolidation or otherwise amend, alter, change, repeal or adopt any provision of this Amended and Restated Certificate of Incorporation (1) in a manner that is inconsistent with, or that otherwise alters or changes the powers, preferences, or special rights of the shares of Class A Common Stock so as to affect them adversely; or (2) to provide for each share of Class B Common Stock to have more than twenty (20) votes per share or any rights to a separate class vote of the holders of shares of Class B Common

Stock other than as provided by this Amended and Restated Certificate of Incorporation or required by the DGCL. For the avoidance of doubt, (i) nothing in the immediately preceding provisos shall limit the rights of the Board as specified in Article IV, Part B (as qualified by Article IV, Part A, Section 9) or Article VI of this Amended and Restated Certificate of Incorporation, and (ii) notwithstanding anything in this Article V to the contrary, any amendment to a provision that contemplates a specific approval requirement by the stockholders (or any class of capital stock of the Corporation) in this Amended and Restated

Certificate of Incorporation (including the definition of Requisite Stockholder Consent and Voting Threshold Date) shall require the greater of (x) the specific approval requirement by the stockholders (or any class of capital stock of the Corporation) contemplated in such provision, and (y) the approval requirements contemplated by this Article V.

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ARTICLE VII AMENDMENT OF THE BYLAWS

In furtherance and not in limitation of the powers conferred upon it by the DGCL, and subject to the terms of any series of Preferred Stock, the Board shall have the power to adopt, amend, alter or repeal the Bylaws of the Corporation by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board at which a quorum is present in any manner not inconsistent with the laws of the State of Delaware or this Amended and Restated Certificate of Incorporation. The stockholders may not adopt, amend, alter or repeal the Bylaws of the Corporation, or adopt any provision inconsistent therewith, unless such action is approved, in addition to any other vote required by this Amended and Restated Certificate of Incorporation, by the Requisite Stockholder Consent.

ARTICLE VIII CORPORATE OPPORTUNITIES

The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries (a "Covered Person"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

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ARTICLE IX BOARD OF DIRECTORS

This Article VIII is inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

(A) General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board, except as otherwise provided by law.

(B) Number of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of the directors of the Corporation shall be fixed from time to time solely by the Board; *provided, however*, that prior to the Voting Threshold Date, unless otherwise approved by the Requisite Stockholder Consent, the number of the directors shall not exceed nine (9). For the avoidance of doubt, no decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

(C) Tenure. The directors shall be elected or appointed for a term of office continuing until the next annual meeting of stockholders of the Corporation. Each director shall hold office until such director's successor is elected and qualified, or until such director's earlier death, resignation, disqualification or removal from office. Any director may resign at any time upon notice to the Corporation given in writing by any electronic transmission permitted in the Corporation's Bylaws or in accordance with applicable law.

(D) Vacancies; Newly Created Directorships. Subject to the rights of holders of any series of Preferred Stock, any newly created directorship that results from an increase in the number of directors or any vacancy on the Board that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled: (i) prior to the Voting Threshold Date, (x) if the number of directors fixed pursuant to Section B of this Article VII does not exceed nine (9), by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director, or by the stockholders of the Corporation with the Requisite Stockholder Consent, and (y) if the number of directors fixed pursuant to Section B of this Article VIII exceeds nine (9), solely by the stockholders of the Corporation with the Requisite Stockholder Consent; or (ii) on or after the Voting Threshold Date solely by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director.

(E) Removal. Subject to the rights of the holders of any series of Preferred Stock expressly set forth in a Preferred Stock Designation adopted in compliance with this Amended and Restated Certification of Incorporation, any director or the entire Board may be removed from office at any time with or without cause and for any or no reason only with and immediately upon the Requisite Stockholder Consent.

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(F) Committees. Pursuant to the Bylaws of the Corporation, the Board may establish one or more committees to which may be delegated any or all of the powers and duties of the Board to the full extent permitted by law.

(G) Stockholder Nominations and Introduction of Business. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before a meeting of stockholders shall be given in the manner provided by the Bylaws.

(H) Preferred Stock Directors. During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to and in accordance with the provisions of Article IV hereof or any Preferred Stock Designation, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total number of authorized directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions, and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his earlier death, disqualification, resignation or removal. Except as otherwise provided for or fixed pursuant to and in accordance with the provisions of Article IV hereof or any Preferred Stock Designation, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, all such additional directors elected by the holders of such stock, or elected or appointed to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors shall automatically cease to be qualified as directors, the terms of office of all such directors shall forthwith terminate and the total authorized number of directors of the Corporation shall be reduced accordingly.

ARTICLE X ELECTION OF DIRECTORS

Unless and except to the extent that the Bylaws shall so require, the election of directors of the Corporation need not be by written ballot. The vote required for election of a director by the stockholders at a meeting of stockholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor or against the election of a nominee at a meeting of stockholders. In a contested election, (i) the directors shall be elected by a plurality of the votes cast at a meeting of stockholders by the holders of stock entitled to vote in such election, and (ii) stockholders shall not be permitted to vote against a nominee. An election shall be considered contested if, as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, there are more nominees for election than directorships on the Board to be filled by election at the meeting.

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ARTICLE XI

LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that nothing contained in this Article X shall eliminate or limit the

liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the provisions of Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this Article X shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XII INDEMNIFICATION

The Corporation may indemnify, and advance expenses to, to the fullest extent permitted by law, any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIII CONSENT OF STOCKHOLDERS IN LIEU OF MEETING

Subject to the terms of any series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of the stockholders and may not be effected by written consent in lieu of a meeting; *provided*, that prior to the Voting Threshold Date, any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be made by hand, overnight courier or by certified or registered mail, return receipt requested.

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ARTICLE XIV SPECIAL MEETING OF STOCKHOLDERS

Special meetings of stockholders for any purpose or purposes may be called at any time by the Board, the Chairperson of the Board or the Chief Executive Officer of the Corporation, and may not be called by another other Person or Persons; *provided* that, prior to the Final Conversion Date, special meetings of stockholders for any purpose or purposes may also be called by or at the request of stockholders of the Corporation collectively holding shares of capital stock of the Corporation with voting power sufficient to provide the Requisite Stockholder Consent. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

ARTICLE XV FORUM SELECTION

Unless the Corporation consents in writing to the selection of an alternative forum, (i) the Court of Chancery (the "Chancery Court") of the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by, or any other wrongdoing by, any current or former director, officer, other employee or stockholder of the Corporation, (3) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL, this Amended and Restated Certificate of Incorporation or the Bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery, (4) any action to interpret, apply, enforce or determine the validity of any provisions of this Amended and Restated Certificate of Incorporation or the Bylaws, or (5) any other action asserting a claim governed by the internal affairs doctrine and (ii) notwithstanding anything to the contrary herein, but subject to the foregoing provisions of this Article XIV, the federal district courts of the United States shall be the exclusive forum for the resolution of any action, suit or proceeding asserting a cause of action arising under the Securities Act of 1933, as amended. If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than the applicable courts specified in the immediately preceding sentence (a "Foreign Action") in the name of any stockholder, such stockholder shall, to the fullest extent permitted by applicable law, be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce the preceding sentence and (b) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder. This provision will not apply to claims arising under the Securities Exchange Act of 1934, as amended, or other federal securities laws for which there is exclusive federal jurisdiction. Any Person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XIV.

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ARTICLE XVI
MISCELLANEOUS

If any provision or provisions of this Amended and Restated Certificate of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever: (i) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Amended and Restated Certificate of Incorporation (including, without limitation, each portion of any paragraph of this Amended and Restated Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and (ii) to the fullest extent possible and without limiting any other provisions of this Amended and Restated Certificate of Incorporation (or any other provision of the Bylaws or any agreement entered into by the Corporation), the provisions of this Amended and Restated Certificate of Incorporation (including, without limitation, each such portion of any paragraph of this Amended and Restated Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service to, or for the benefit of, the Corporation to the fullest extent permitted by law.

To the fullest extent permitted by law, each and every Person purchasing or otherwise acquiring any interest (of any nature whatsoever) in any shares of the capital stock of the Corporation shall be deemed, by reason of and from and after the time of such purchase or other acquisition, to have notice of and to have consented to all of the provisions of (a) this Amended and Restated Certificate of Incorporation, (b) the Bylaws and (c) any amendment to this Amended and Restated Certificate of Incorporation or the Bylaws enacted or adopted in accordance with this Amended and Restated Certificate of Incorporation, the Bylaws and applicable law.

[Remainder of Page Intentionally Left Blank]

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IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Certificate of Incorporation on June 10, 2021.

QUANTUM-SI INCORPORATED

HIGHCAPE
CAPITAL
ACQUISITION
CORP.

Date: By: /s/ Kevin Rakin
May
9,
2024

Name: Kevin Rakin
Title: Chief Executive Officer

Signature Page to Amended and Restated Certificate of Incorporation

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
QUANTUM-SI INCORPORATED**

It is hereby certified that:

FIRST: The name of the corporation is Quantum-Si Incorporated (the "Corporation").

SECOND: The Second Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), is hereby further amended by striking out Article X in its entirety and by substituting in lieu of the following:

LIMITATION OF DIRECTOR AND OFFICER LIABILITY

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer; *provided, however,* that nothing contained in this Article X shall eliminate or limit the liability of a director or an officer (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the provisions of Section 174 of the DGCL, (iv) for any transaction from which the director or officer derived an improper personal benefit, or (v) with respect to an officer, in any action by or in the right of the Corporation. No repeal or modification of this Article X shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director or officer of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification. All references in this paragraph to an officer shall mean only a person who at the time of an act or omission as to which liability is asserted is deemed to have consented to service by the delivery of process to the registered agent of the Corporation pursuant to § 3114(b) of Title 10 (for purposes of this sentence only, treating residents of the State of Delaware as if they were nonresidents to apply of § 3114(b) of Title 10 to this sentence).

THIRD: The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

EXECUTED, effective as of this 12th day of May, 2023.

QUANTUM-SI INCORPORATED

By: /s/ Jeffrey Hawkins
Jeffrey Hawkins

President and Chief Executive Officer

Date: May 9, 2024

By: /s/ Jeffry Keyes
Jeffry Keyes

Chief
Financial Executive
Officer and
Treasurer

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
QUANTUM-SI INCORPORATED**

It is hereby certified that:

FIRST: The name of the corporation is Quantum-Si Incorporated (the "Corporation").

SECOND: The Certificate of Incorporation is hereby further amended by striking out Article VIII, Part B in its entirety and by substituting in lieu of the following:

(B) **Number of Directors.** Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of the directors of the Corporation shall be fixed from time to time solely by the Board. For the avoidance of doubt, no decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

THIRD: The Certificate of Incorporation is hereby further amended by striking out Article VIII, Part D in its entirety and by substituting in lieu of the following:

(D) **Vacancies; Newly Created Directorships.** Subject to the rights of holders of any series of Preferred Stock, any newly created directorship that results from an increase in the number of directors or any vacancy on the Board that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled: (i) prior to the Voting Threshold Date, by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director, or by the stockholders of the Corporation with the Requisite Stockholder Consent, or (ii) on or after the Voting Threshold Date solely by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director.

FOURTH:

The Second Amended and Restated Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation"), is hereby further amended by amending Article IV, Part A, Section 7.2 to add the following subsection (d):

(d) **Sunset Provision.** Each outstanding share of Class B Common Stock shall automatically, without further action by the Corporation or the holder thereof, convert into one (1) fully paid and nonassessable share of Class A Common Stock on June 10, 2028.

FIFTH:

The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

EXECUTED, effective as of this 16th day of May, 2024.

QUANTUM-SI INCORPORATED

By:

/s/ Jeffrey Hawkins

Jeffrey Hawkins

President and Chief Executive Officer

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Exhibit 31.1

CERTIFICATIONS UNDER SECTION 302

I, Jeffrey Hawkins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quantum-Si Incorporated;
1. I have reviewed this quarterly report on Form 10-Q of Quantum-Si Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

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

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

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

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2024 August 7, 2024

/s/ Jeffrey Hawkins

Jeffrey Hawkins

President and Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS UNDER SECTION 302

I, Jeffry Keyes, certify that:

- I have reviewed this quarterly report on Form 10-Q of Quantum-Si Incorporated;
- I have reviewed this quarterly report on Form 10-Q of Quantum-Si Incorporated;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light

of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

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

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

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

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2024 August 7, 2024

*/s/*Jeffry Keyes

Jeffry Keyes

Chief Financial Officer and Treasurer

(*Principal Financial and Accounting Officer*)

Exhibit 32.1

CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Quantum-Si Incorporated, a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report for the quarter ended **March 31, 2024** **June 30, 2024** (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **May 9, 2024** **August 7, 2024**

/s/ Jeffrey Hawkins

Jeffrey Hawkins

President and Chief Executive Officer

(*Principal Executive Officer*)

Exhibit 32.2

CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Quantum-Si Incorporated, a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report for the quarter ended **March 31, 2024** **June 30, 2024** (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **May 9, 2024** **August 7, 2024**

/s/ Jeffry Keyes

Jeffry Keyes

Chief Financial Officer and Treasurer

(*Principal Financial and Accounting Officer*)

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