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 June 30, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period from ___to___
Commission File Number 001-40440

Senti Biosciences Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**42-1912154**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2 Corporate Drive, First Floor

South San Francisco, CA 94080

(Address of principal executive offices and zip code)

(650) 239-2030

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.0001 per share	SNTI	The Nasdaq Capital Market

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

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 July 31, 2026 there were 31,144,754 shares of the registrant's common stock, par value $0.0001 per share, issued and outstanding.

SENTI BIOSCIENCES HOLDINGS, INC.

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PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS (UNAUDITED)

SENTI BIOSCIENCES HOLDINGS, INC.
Condensed Consolidated Balance Sheets
(In thousands, except share and per share amounts)
(Unaudited)

	June 30, 2026	December 31, 2025
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 6,463	$ 16,420
Accounts receivable	—	323
GeneFab receivable - related party	557	1,272
GeneFab prepaid expenses - related party	4,932	3,604
Prepaid expenses and other current assets	1,055	1,655
Total current assets	13,007	23,274
Restricted cash	1,426	3,528
Property and equipment, net	11,433	12,886
Operating lease right-of-use assets	7,239	11,516
Other non-current assets	—	19
TOTAL ASSETS	$ 33,105	$ 51,223
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 2,248	$ 2,943
Accrued expenses and other current liabilities	4,082	5,354
Convertible notes - related party	3,993	—
Operating lease liabilities, current	3,492	5,330
GeneFab sublease deferred income - related party	1,939	304
Deferred revenue - related party	11	43
Total current liabilities	15,765	13,974
Operating lease liabilities, non-current	12,741	23,561
Other non-current liabilities	8,000	8,099
TOTAL LIABILITIES	36,506	45,634
Commitments and contingencies (Note 14)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, $0.0001 par value; 500,000,000 shares authorized as of both June 30, 2026 and December 31, 2025; 31,144,754 and 30,879,355 shares issued and outstanding as of June 30, 2026 and December 31, 2025, respectively	3	3
Additional paid-in capital	372,139	364,158
Accumulated deficit	(375,543)	(358,572)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(3,401)	5,589
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 33,105	$ 51,223

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

SENTI BIOSCIENCES HOLDINGS, INC.
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,	
	2026	2025	2026	2025
Collaboration revenue - related party	$ 17	$ —	$ 33	$ —
Operating expenses:				
Research and development (including related party costs of $3,516 and $3,586 for the three months ended June 30, 2026 and 2025, respectively, and $3,798 and $7,656 for the six months ended June 30, 2026 and 2025, respectively)	7,767	10,029	13,048	19,310
General and administrative	6,739	6,769	12,972	13,885
Gain on lease modification	—	—	(6,882)	—
Total operating expenses	14,506	16,798	19,138	33,195
Loss from operations	(14,489)	(16,798)	(19,105)	(33,195)
Other income:				
Interest income	55	270	156	664
GeneFab sublease income - related party	996	1,586	1,076	3,299
Change in fair value of convertible notes - related party	271	—	271	—
Other income, net	417	209	631	387
Total other income	1,739	2,065	2,134	4,350
Net loss	$ (12,750)	$ (14,733)	$ (16,971)	$ (28,845)
Comprehensive loss	$ (12,750)	$ (14,733)	$ (16,971)	$ (28,845)
Basic and diluted net loss per share	$ (0.41)	$ (0.56)	$ (0.55)	$ (1.59)
Basic and diluted weighted-average number of shares used in computing net loss per share	31,144,754	26,081,273	31,058,642	18,091,478

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

SENTI BIOSCIENCES HOLDINGS, INC.
Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)
(In thousands, except share data)
(Unaudited)

	Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at December 31, 2025	—	$ —	30,879,355	$ 3	$ 364,158	$ (358,572)	$ 5,589
Issuance of common stock for vesting of restricted stock units	—	—	387,254	—	—	—	—
Net settlement of restricted stock units for employee taxes	—	—	(121,855)	—	(118)	—	(118)
Stock-based compensation	—	—	—	—	1,315	—	1,315
Net loss	—	—	—	—	—	(4,221)	(4,221)
Balance at March 31, 2026	—	—	31,144,754	3	$ 365,355	(362,793)	2,565
Capital contribution from related party	—	—	—	—	5,736	—	5,736
Stock-based compensation	—	—	—	—	1,048	—	1,048
Net loss	—	—	—	—	—	(12,750)	(12,750)
Balance at June 30, 2026	—	$ —	31,144,754	$ 3	$ 372,139	$ (375,543)	$ (3,401)

	Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance at December 31, 2024	21,157	$ 25,106	4,829,035	$ 1	$ 322,782	$ (297,134)	$ 25,649
Conversion of Series A redeemable convertible preferred stock to common stock	(21,157)	(25,106)	21,157,000	2	25,104	—	25,106
Issuance of common stock for vesting of restricted stock units	—	—	17,909	—	—	—	—
Vesting of early exercise of common stock options	—	—	422	—	12	—	12
Stock-based compensation	—	—	—	—	1,204	—	1,204
Net loss	—	—	—	—	—	(14,112)	(14,112)
Balance at March 31, 2025	—	—	26,004,366	3	349,102	(311,246)	37,859
Issuance of common stock related to ATM, net of commissions and issuance costs	—	—	155,840	—	—	—	—
Stock-based compensation	—	—	—	—	1,526	—	1,526
Net loss	—	—	—	—	—	(14,733)	(14,733)
Balance at June 30, 2025	—	$ —	26,160,206	$ 3	$ 350,628	$ (325,979)	$ 24,652

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

SENTI BIOSCIENCES HOLDINGS, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (16,971)	$ (28,845)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	2,363	2,730
Depreciation	1,355	1,840
Gain on lease modification	(6,762)	—
Gain on change in fair value of convertible notes - related party	(271)	—
Convertible note issuance costs included in net loss - related party	300	—
Other non-cash charges	52	39
Changes in operating assets and liabilities:		
Accounts receivable	323	(9)
GeneFab receivable - related party	715	(1,878)
GeneFab prepaid expenses - related party	(1,328)	1,156
Prepaid expenses and other assets	619	614
Operating lease right-of-use assets	1,032	1,104
Accounts payable	(670)	(180)
Accrued expenses and other current liabilities	(1,272)	(1,167)
Operating lease liabilities	(2,719)	(2,227)
GeneFab sublease deferred income - related party	1,635	(300)
Deferred revenue - related party	(32)	—
Other non-current liabilities	(99)	—
Net cash used in operating activities	(21,730)	(27,123)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of property and equipment	114	12
Purchases of property and equipment	—	(196)
Net cash provided by (used in) investing activities	114	(184)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of convertible notes - related party	9,700	—
Payment of issuance costs	(25)	(2,457)
Taxes paid related to net settlement of stock awards	(118)	—
Proceeds from CIRM Grant	—	2,520
Proceeds from issuance of common stock related to ATM, net of commissions	—	534
Net cash provided by financing activities	9,557	597
NET DECREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	(12,059)	(26,710)
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — Beginning of period	19,948	51,815
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH — End of period	$ 7,889	$ 25,105
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION:		

	Six Months Ended June 30,	
	2026	2025
Capital contribution from related party upon initial recognition of convertible notes at fair value - related party	$ 5,736	$ —
Unpaid issuance costs	$ 340	$ —

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

SENTI BIOSCIENCES HOLDINGS, INC.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Organization and Description of Business

Senti Biosciences Holdings, Inc., together with its subsidiaries (the "Company" or "Senti"), is a clinical-stage biotechnology company developing next-generation cell and gene therapies engineered with its gene circuit platform technologies for patients living with incurable diseases. Senti's mission is to create a new generation of smarter therapies that can outsmart complex diseases using novel and unprecedented approaches. Senti has built a synthetic biology platform that enables it to program next-generation cell and gene therapies with gene circuits. These gene circuits, which are created from novel and proprietary combinations of DNA sequences, reprogram cells with biological logic to sense inputs, compute decisions and respond to their cellular environments. The Company is headquartered in South San Francisco, California.

Holding Company Reorganization

On April 24, 2026, Senti Biosciences, Inc., a Delaware corporation ("Former Senti"), implemented a holding company reorganization (the "Reorganization") pursuant to an Agreement and Plan of Merger, dated as of April 24, 2026, among Former Senti, the Company and Senti Biosciences Merger Sub, Inc. (the "Reorganization Merger Agreement"). Senti Biosciences Merger Sub, Inc., a Delaware corporation ("Reorganization Merger Sub"), was a direct, wholly owned subsidiary of Senti Holdings, Inc. ("Senti Holdings"), a Delaware corporation and a direct, wholly owned subsidiary of the Company.

Pursuant to the terms of the Reorganization Merger Agreement, Reorganization Merger Sub merged with and into Former Senti, with Former Senti continuing as the surviving corporation and a direct, wholly owned subsidiary of Senti Holdings, which is a direct, wholly owned subsidiary of the Company (the "Reorganization Merger").

Following the Reorganization Merger, the Company became the successor issuer to Former Senti. Shares of the Company's common stock continue to trade on The Nasdaq Capital Market under the symbol "SNTI."

Liquidity and Going Concern

These condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") assuming the Company will continue as a going concern. The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The condensed consolidated financial statements do not include any adjustments to the carrying amounts and classification of assets, liabilities, and reported expenses that may be necessary if the Company were unable to continue as a going concern.

The Company has devoted substantially all of its efforts to organizing and staffing, business planning, raising capital, and conducting preclinical and clinical studies and has not realized substantial revenues from its planned principal operations. As of June 30, 2026, the Company has raised aggregate gross proceeds of approximately $378.3 million through the merger in 2022, issuances of common stock, redeemable convertible preferred stock, convertible notes, collaboration arrangements, and governmental grants and loans.

As of June 30, 2026 and December 31, 2025, the Company had an accumulated deficit of $375.5 million and $358.6 million, respectively. The Company's net losses were $17.0 million and $28.8 million for the six months ended June 30, 2026 and 2025, respectively. Substantially all of the Company's net losses resulted from costs incurred in connection with the Company's research and development programs and from general and administrative costs associated with the Company's operations. The Company expects to incur substantial operating losses and negative cash flows from operations for the foreseeable future as the Company advances its preclinical activities and clinical trials for its product candidates in development.

In May 2026, Senti Holdings issued $10.0 million in aggregate principal amount of senior secured convertible notes. Senti Holdings received gross cash proceeds of $10.0 million and paid a $0.3 million fee to the note holder pursuant to the terms of the Securities Purchase Agreement (as defined in Note 6). While this financing improved

the Company's liquidity, the Company concluded that substantial doubt continued to exist and that the Company's cash and cash equivalents of $6.5 million as of June 30, 2026, were not sufficient for the Company to continue as a going concern for at least one year from the issuance date of these condensed consolidated financial statements.

Subsequent to June 30, 2026, the Company entered into the Merger Agreement and related transactions described in Note 16, Subsequent Events. In August 2026, in connection with the Merger Agreement, Senti Holdings issued an aggregate principal amount of $4.0 million of additional senior secured convertible notes pursuant to the terms of the Securities Purchase Agreement and received cash proceeds of approximately $3.9 million. Based on the Company's current operating plan and existing cash and cash equivalents, the Company has determined that it may not be able to maintain current operations starting as early as the fourth quarter of 2026. Additional funds will be necessary to maintain current operations and to continue research and development activities. The Company's continued existence is dependent upon management's ability to raise capital and ultimately develop profitable operations. While management is devoting substantially all of its efforts to developing the Company's business and raising capital, there can be no assurance that the Company's efforts will be successful. Moreover, no assurance can be given that management's actions will result in raising additional financing or profitable operations.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

These interim financial statements have been prepared in accordance with U.S. GAAP for interim financial information and include all adjustments consisting of normal recurring adjustments that the management of the Company believes are necessary for a fair presentation of the periods presented and are not necessarily indicative of results expected for the full fiscal year or for any subsequent interim period. Any reference in these notes to applicable guidance is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification ("ASC") and as amended by Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB"). The condensed consolidated financial statements include the accounts of Senti Biosciences Holdings, Inc., and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company has one business activity and operates in one reportable segment within continuing operations.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the condensed consolidated financial statements and the reported amounts of expenses during the reporting period. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, the valuation of stock-based awards, the accrual for research and development expenses, the fair value of the convertible notes - related party, and the determination of the Company's incremental borrowing rate. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents that are maintained in checking and money market accounts at one financial institution, which at times, may exceed federally insured limits. As of June 30, 2026 and December 31, 2025, the Company has not experienced any credit losses in such accounts or investments.

Concentration of Business Risk

The Company is subject to concentrations of business risk arising from its reliance on a limited number of counterparties and arrangements that are critical to its operations. The Company currently depends on GeneFab LLC

("GeneFab") as its sole contract manufacturer for the clinical-scale production of its product candidates. As a result, the Company's development activities and timelines are dependent on GeneFab's continued ability to perform manufacturing services in accordance with contractual requirements. Any disruption in GeneFab's operations, financial condition, or ability to perform could have a material adverse effect on the Company's research and development activities and may require the Company to identify and qualify alternative manufacturing vendors, which could result in increased costs and delays in the Company's clinical trial timelines.

In addition, the Company has business risk concentrated in its real estate lease arrangements. The Company has operating lease obligations under the Alameda Lease (as defined in Note 3), which represents the Company's most significant lease liability on the condensed consolidated balance sheets as of June 30, 2026. The Company has subleased the Alameda Lease to GeneFab. Accordingly, the Company's ability to mitigate the cash outflows associated with these lease obligations is dependent on GeneFab's performance under the sublease arrangements. The Company remains obligated to satisfy its lease commitments to the landlord regardless of the performance of its subtenant.

Convertible Notes - Related Party

During the three months ended June 30, 2026, Senti Holdings issued senior secured convertible notes to a related-party investor. Refer to Note 6. *Securities Purchase Agreement and the Notes*, for the Company's accounting policy and additional information regarding the convertible notes.

Unaudited Interim Condensed Consolidated Financial Statements

The accompanying interim condensed consolidated financial statements and the related footnotes are unaudited. These unaudited interim financial statements have been prepared on the same basis as the audited financial statements, and in management's opinion, include all adjustments, consisting of only normal recurring adjustments, necessary for the fair statement of the Company's financial position as of June 30, 2026 and its results of operations for the three and six months ended June 30, 2026 and 2025, and cash flows for the six months ended June 30, 2026 and 2025. The results of operations for the three and six months ended June 30, 2026 are not necessarily indicative of the results to be expected for the year ending December 31, 2026 or any other period. The December 31, 2025 year-end condensed consolidated balance sheet was derived from audited annual financial statements but does not include all disclosures from the annual consolidated financial statements.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2025 and the related notes included in the Company's Form 10-K, filed with the SEC on March 27, 2026, which provides a more complete discussion of the Company's accounting policies and certain other information. Except for the accounting policy related to the Company's convertible notes - related party described in Note 6. *Securities Purchase Agreement and the Notes*, there have been no material changes to the Company's significant accounting policies as of and for the three and six months ended June 30, 2026, as compared to the significant accounting policies described in the Company's audited annual consolidated financial statements as of and for the year ended December 31, 2025.

Recent Accounting Standards

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses,* which requires disclosures about significant expense categories, including but not limited to, purchases of inventory, employee compensation, depreciation, amortization, and selling expenses, along with qualitative descriptions of certain other types of expenses. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating this ASU to determine its impact on the Company's disclosure, but does not expect this update to have a material

impact on the Company's condensed consolidated financial statements other than additional information that will be provided in the footnote disclosure.

In November 2024, the FASB issued ASU No. 2024-04, *Debt—Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments*, which clarifies the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as induced conversions. The guidance is effective for annual reporting periods beginning after December 15, 2025, including interim periods within those annual reporting periods, and may be applied on either a prospective or retrospective basis. The Company adopted this ASU on January 1, 2026 using the prospective transition method. The adoption did not have a material impact on the Company's condensed consolidated financial statements.

In December 2025, the FASB issued ASU No. 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities*, which establishes authoritative guidance in U.S. GAAP about accounting for government grants received by business entities and clarifies the appropriate accounting in an effort to reduce diversity in practice, and increase consistency of application across business entities. This guidance is effective for annual reporting periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods. Adoption of this ASU can be applied using a modified prospective approach, a modified retrospective approach, or a retrospective approach. The Company is currently evaluating the impact of adopting this ASU and does not expect the adoption of this guidance to have a material impact on its condensed consolidated financial statements.

In December 2025, the FASB issued ASU No. 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, which clarifies interim disclosure requirements and the applicability of Topic 270. The ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Adoption of this ASU can be applied either a prospective or a retrospective approach. Early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2025-11 and does not expect the adoption of this guidance to have a material impact on its condensed consolidated financial statements.

In December 2025, the FASB issued ASU No. 2025-12, *Codification Improvements*, which addresses thirty-three items, representing the changes to the Codification that (1) clarify, (2) correct errors, or (3) make minor improvements. Generally, the amendments in this ASU are not intended to result in significant changes for most entities. The amendments in this ASU are effective for interim reporting periods within annual reporting periods beginning after December 15, 2026. The adoption method of this ASU may vary on an issue-by-issue basis. Early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2025-12 and does not expect the adoption of this guidance to have a material impact on its condensed consolidated financial statements.

Note 3. GeneFab Transaction

On August 7, 2023, the Company entered into a framework agreement (the "GeneFab Framework Agreement") with GeneFab and Valere Bio, Inc. ("Valere"), a Delaware corporation and the parent company of GeneFab, which is wholly owned by Celadon Partners, LLC ("Celadon Partners"), pursuant to which the Company, subject to the terms and conditions therein, sold, assigned and transferred its rights, title and interest in certain of the assets and contractual rights, including all of the Company's equipment at the Company's Alameda facility and certain of the Company's non-oncology license rights, intellectual property related to the schematics for and design of the Alameda facility.

The original lease for the Alameda facility was entered into between the Company and 1430 South Loop Owner, LLC (the "Landlord") in 2021 (the "Alameda Lease"). On August 7, 2023, the Company subleased the Alameda facility to GeneFab in connection with the GeneFab Framework Agreement described above (the "GeneFab Alameda Sublease"). On March 17, 2026, both of the Alameda Lease and GeneFab Alameda Sublease were amended as described in Note 5. *Operating Leases*.

On August 7, 2023, the Company and GeneFab also entered into a development and manufacturing services agreement (the "DMSA"), pursuant to which GeneFab will provide certain services to the Company using the

subleased Alameda facility and acquired equipment. The Company also entered into a transition services agreement with GeneFab whereby certain services are to be provided by each party to the other party during a transition period beginning on August 7, 2023 (the "Transition Services Agreement"). On December 10, 2024, in connection with the private placement described in further detail in Note 7. *Stockholders' Equity*, the Company and GeneFab entered into an amended and restated DMSA (the "2024 Amended and Restated DMSA").

On June 12, 2024, the Company subleased to GeneFab a portion of the Company's HQ Lease as defined in Note 5. *Operating Leases*, and this sublease is referred to as the "GeneFab HQ Sublease". On March 9, 2026, the Company signed an agreement to accelerate the end of the GeneFab HQ Sublease ("GeneFab HQ Sublease Amendment"), effective March 31, 2026. Refer to Note 5. *Operating Leases* for details of the GeneFab HQ Sublease Amendment.

On March 17, 2026, the Company entered into a letter agreement with GeneFab (the "GeneFab Letter Agreement") in connection with the lease and sublease amendments described in Note 5. *Operating Leases*. The GeneFab Letter Agreement provides for a $1.4 million back rent payment from GeneFab that may be satisfied, in whole or in part, through a cash prepayment credit to be applied toward work or services to be performed by GeneFab for the Company under the 2024 Amended and Restated DMSA, that the Company may access such prepayment credit immediately and that any unpaid portion must be paid in immediately available funds by September 1, 2026. The GeneFab Letter Agreement further provides that the Company may access $2.0 million as a prepayment credit to be applied toward work or services to be performed by GeneFab for the Company under the 2024 Amended and Restated DMSA beginning September 1, 2026. This prepayment credit represents a portion of the agreed-upon settlement of past-due sublease rent. GeneFab's failure to perform its obligations with respect to the outstanding rent or the $2.0 million prepayment credit constitutes an immediate event of default under the GeneFab Alameda Sublease Amendment (defined in Note 5). The GeneFab Letter Agreement terminates automatically once the applicable prepayment credits have been fully applied.

GeneFab prepaid expenses - related party

Under the GeneFab Framework Agreement entered into on August 7, 2023, the total consideration in connection with the transaction was $37.8 million, of which $18.9 million was received by the Company on August 7, 2023 and such payment was netted against prepayment due to GeneFab for future manufacturing and research activities under the DMSA. The $18.9 million was initially recorded in GeneFab prepaid expenses - related party on the condensed consolidated balance sheets in 2023.

On December 10, 2024, the Company agreed to make an additional advance payment of $10.0 million to GeneFab under the 2024 Amended and Restated DMSA, of which $6.0 million and $4.0 million was paid in December 2024 and January 2025, respectively.

In June 2025, the Company made an additional advance payment of $2.5 million to GeneFab for additional work as part of the 2024 Amended and Restated DMSA.

In March 2026, pursuant to the GeneFab Letter Agreement, $3.4 million of past-due rent related to the GeneFab Alameda Sublease was converted into a prepayment for future manufacturing and research activities under the 2024 Amended and Restated DMSA. The Company accounted for the GeneFab Letter Agreement as a recognized subsequent event and reflected the $3.4 million prepayment in its consolidated balance sheet as of December 31, 2025.

In May 2026, the Company made an additional advance payment of $5.1 million to GeneFab for additional work as part of the 2024 Amended and Restated DMSA.

As of June 30, 2026, $4.9 million of these prepayments were remaining to be amortized against future manufacturing and research activities, which were recorded in GeneFab prepaid expenses - related party on the condensed consolidated balance sheets.

GeneFab Option

On August 7, 2023, GeneFab was granted an option to purchase up to 1,963,344 shares of the Company's common stock at an exercise price of $10.18670 per share, representing an aggregate exercise price of up to $20.0 million (the "GeneFab Option"). The Company determined that the GeneFab Option was a derivative because certain provisions of the instrument precluded equity classification under ASC 815, *Derivatives and Hedging* ("ASC 815"). Accordingly, the GeneFab Option was initially recognized as a liability at its fair value of $9.6 million on August 7, 2023 and was subsequently remeasured at fair value at each reporting date, with changes in fair value recognized in other income (expense), net in the condensed consolidated statements of operations and comprehensive loss.

In April 2026, in connection with the Securities Purchase Agreement described in Note 6, *Securities Purchase Agreement and the Notes*, the Company and Celadon entered into a Termination and Release Agreement pursuant to which the GeneFab Option was terminated. Accordingly, no liability related to the GeneFab Option remained outstanding as of June 30, 2026.

Consolidation and Related Party

The Company determined that GeneFab is a variable interest entity since its total equity at risk is not sufficient to finance its activities without additional subordinated financial support. The Company performs a qualitative analysis at each reporting date to determine if it is the primary beneficiary of GeneFab. Based on this assessment, the Company has determined that it does not have the power to direct the activities of GeneFab that most significantly impact GeneFab's economic performance. Accordingly, the Company has concluded that it is not the primary beneficiary and therefore does not consolidate GeneFab. There were no material changes to the Company's involvement with GeneFab during the three and six months ended June 30, 2026 that would have resulted in a change to this conclusion.

GeneFab is a related party and the Company reports transactions with GeneFab under ASC 850, *Related Party Disclosures* ("ASC 850"). Refer to Note 13. *Related Parties* for GeneFab related party considerations.

Note 4. Other Financial Statement information

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

(in thousands)	June 30, 2026	December 31, 2025
Prepaid expenses	$ 623	$ 1,340
Other	288	—
Deposits	144	315
Total prepaid expenses and other current assets	$ 1,055	$ 1,655

Property and Equipment, Net

Property and equipment, net consisted of the following:

(in thousands)	June 30, 2026	December 31, 2025
Leasehold improvements	$ 17,748	$ 17,748
Lab equipment	7,301	7,565
Furniture and fixtures	331	331
Computer equipment and software	299	299
Property and equipment at cost	25,679	25,943
Less: accumulated depreciation	(14,246)	(13,057)
Property and equipment, net	$ 11,433	$ 12,886

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

(in thousands)	June 30, 2026	December 31, 2025
Accruals related to:		
Employee-related expenses	$ 1,272	$ 2,365
Clinical trials	1,312	2,070
Professional and other service fees	990	846
Other current liabilities	508	73
Total accrued expenses and other current liabilities	$ 4,082	$ 5,354

Other Non-current Liabilities

Other non-current liabilities consisted of the following:

(in thousands)	June 30, 2026	December 31, 2025
Liabilities associated with CIRM Grant	$ 8,000	$ 7,950
Other	—	149
Total other non-current liabilities	$ 8,000	$ 8,099

CIRM Grant

On August 3, 2024, the Company executed an agreement with California Institute for Regenerative Medicine ("CIRM") for a total grant award of $8.0 million ("CIRM Grant") in support of the research project related to the ongoing clinical development of SENTI-202. The award is payable to the Company upon achievement of milestones that are primarily based on patient enrollment in the Company's SENTI-202 clinical trial. Under the terms of the CIRM Grant, the Company is obligated to co-fund up to $4.8 million and is required to provide CIRM timely progress and financial update reports.

Under the terms of the CIRM Grant, the Company is obligated to pay royalties and licensing fees based on 0.1% of net commercial revenue of CIRM-funded product candidates or CIRM-funded technology for every $1.0 million of CIRM funding received. These payments would commence upon the first commercial sale of an applicable product and continue for either 10 years from such first commercial sale or until the total royalties paid equal nine times the original CIRM Grant, whichever occurs first. If no CIRM-funded products are commercialized, no royalty

or licensing fee payments would be due. As an alternative to revenue sharing, the Company has the option to convert the CIRM Grant to a loan. As of June 30, 2026, the Company has not elected to convert the CIRM Grant to a loan. In the event the Company exercises its right to convert the CIRM Grant to a loan, the Company would be obligated to repay the loan within 10 business days of making such election. Repayment amounts vary dependent upon the phase of clinical development of SENTI-202 at the time of the Company's election, ranging from 80% to 100% plus interest at 10% plus the 90-day Secured Overnight Financing Rate.

As presented in the table above, the Company received an aggregate of $8.0 million from the CIRM Grant as of both June 30, 2026 and December 31, 2025.

Note 5. Operating Leases

Lessee Accounting

Operating Lease - HQ Lease

For the Company's corporate headquarters located in South San Francisco, California, the original lease was entered into between the Company and Britannia Biotech Gateway Limited Partnership (the "HQ Landlord") in 2021, and amended in May 2019 and June 2020 (the "HQ Lease"). The HQ Lease has an initial term of eight years expiring in 2027, with an option to renew for an additional eight years unless canceled by either party thereafter.

Operating Lease - Alameda Lease

For the Alameda facility, the original lease was entered into between the Company and 1430 South Loop Owner, LLC (the "Alameda Landlord") in 2021 and amended in March 2026 as described below (the "Alameda Lease"). The Alameda Lease has an initial term of eleven years expiring in 2032, with an option to renew the lease for up to two additional terms of five years.

On March 17, 2026, the Company and the Alameda Landlord entered into the first amendment to the Alameda Lease (the "Alameda Lease Amendment"). Pursuant to the Alameda Lease Amendment, the Company reduced the leased premises from approximately 92,000 rentable square feet to approximately 46,000 rentable square feet. The Alameda Lease Amendment also reduced the Company's future base rent obligations for the remaining term of the lease and modified certain cost-sharing arrangements with respect to operating expenses, taxes, and utilities. In connection with the Alameda Lease Amendment, the Alameda Landlord is entitled to draw $2.0 million under the Company's existing letter of credit, and the required letter of credit for the remainder of the lease term was reduced to approximately $0.8 million. In May 2026, the Alameda Landlord drew the $2.0 million under the Company's letter of credit.

As of the modification date on March 17, 2026, the Company accounted for the Alameda Lease Amendment as a lease modification under ASC 842. The revised lease payments were discounted using an incremental borrowing rate determined as of the modification date, which reflected the Company's estimated collateralized borrowing rate over a term consistent with the remaining lease term and incorporated updated market inputs, including treasury rates. The resulting rate was substantially consistent with the rate used for the original Alameda Lease. As a result of the remeasurement, the lease liability decreased by $9.9 million. The decrease in the lease liability resulted in a corresponding $3.1 million reduction to the right-of-use asset, representing the carrying value of the asset immediately prior to the modification. The remaining amount of $6.8 million, together with a $0.1 million reduction of certain operating expenses associated with the Alameda Lease Amendment, was recognized as a $6.9 million gain in operating expenses in the condensed consolidated statements of operations and comprehensive loss.

The exercise of the renewal options for both of the HQ Lease and Alameda Lease is not recognized as part of the right-of-use assets and lease liabilities, as the Company did not conclude, at the commencement date of the leases, that the exercise of renewal options or termination options was reasonably certain.

Operating lease costs are summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2026	2025	2026	2025
Operating lease cost	$ 1,020	$ 1,284	$ 2,240	$ 2,572
Variable lease cost [1]	158	269	396	549
Short-term lease cost	15	6	22	12
Total lease cost	$ 1,193	$ 1,559	$ 2,658	$ 3,133

(1) Variable lease costs consist primarily of common area maintenance charges for the operating leases, which is dependent upon usage.

Supplemental cash flow information related to the leases was as follows:

	Six Months Ended June 30,	
(in thousands)	2026	2025
Supplemental cash flow information:		
Operating cash flows used for operating leases	$ (3,927)	$ (3,695)
Supplemental non-cash information		
Decrease in operating lease right-of-use assets resulting from lease remeasurement	$ 3,177	$ —
Decrease in operating lease liabilities resulting from lease remeasurement	$ 9,939	$ —

Weighted-average remaining lease terms and discount rates were as follows:

	June 30, 2026
Weighted-average remaining lease term (years)	5.3
Weighted-average discount rate	10.3 %

As of June 30, 2026, maturities of lease liabilities were as follows:

	(in thousands)
2026, for the remainder of the year	$ 2,742
2027	3,678
2028	3,071
2029	3,163
2030	3,258
2031	3,356
Thereafter	2,276
Total undiscounted lease payments	21,544
Less imputed interest	(5,311)
Total lease liabilities	$ 16,233

Lessor Accounting

GeneFab Subleases - Related Party

GeneFab Alameda Sublease

On August 7, 2023, the Company subleased the Alameda facility to GeneFab under a sublease agreement that was amended in March 2026 as described below (the "GeneFab Alameda Sublease"). The facility supports the clinical manufacturing of the Company's chimeric antigen receptor natural killer (CAR-NK) programs, including SENTI-202.

On March 17, 2026, the Company and GeneFab entered into an amendment to the GeneFab Alameda Sublease (the "GeneFab Alameda Sublease Amendment"), and pursuant to which, the subleased premises were reduced to approximately 46,000 rentable square feet. The GeneFab Alameda Sublease Amendment revised the base rent, operating expenses, taxes and utilities owed by GeneFab to equal the amounts owed by the Company under the Alameda Lease Amendment. The GeneFab Alameda Sublease will expire in August 2032. Following the GeneFab Alameda Sublease Amendment, aggregate undiscounted payments to be received by the Company are approximately $32.1 million over the full term of the GeneFab Alameda Sublease, including amounts attributable to periods both before and after the GeneFab Alameda Sublease Amendment.

Landlord Consent

In connection with the Alameda Lease Amendment and GeneFab Alameda Sublease Amendment, on March 17, 2026, the Company entered into a First Amendment to Landlord's Consent to Sublease (the "Consent Amendment") with the Alameda Landlord and GeneFab. Pursuant to the Consent Amendment, the Alameda Landlord consented to the GeneFab Alameda Sublease Amendment in exchange for a payment of $1.0 million to the Alameda Landlord by the Company or GeneFab (the "Reduction Fee"). The $1.0 million was paid to the Alameda Landlord by GeneFab in April 2026.

GeneFab HQ Sublease

On June 12, 2024, the Company subleased to GeneFab a portion of the Company's HQ Lease (the "GeneFab HQ Sublease"). On March 9, 2026, the Company signed an agreement to accelerate the end of the HQ Lease ("GeneFab HQ Sublease Amendment"), effective March 31, 2026. As part of this agreement, GeneFab paid all past-due sublease rent to the Company for the GeneFab HQ Sublease and no longer subleases premises under the HQ Lease from the Company as of March 31, 2026.

BKPBIOTECH and JLSA2 Therapeutics Sublease

The Company subleased a portion of the Company's HQ Lease to BKPBIOTECH, Inc. and JLSA2 Therapeutics, Inc. The subleases commenced in October 2024 and will expire on April 30, 2027. Total undiscounted payments to be received by the Company over the full term of the HQ Lease sublease were approximately $1.9 million. The sublease contains customary events of default, representations, warranties and covenants.

As of June 30, 2026, maturities of the Company's sublease payments were as follows:

	(in thousands)
2026, for the remainder of the year	$ 1,718
2027	2,991
2028	3,071
2029	3,163
2030	3,258
2031	3,356
Thereafter	2,284
Total undiscounted sublease payments	$ 19,841

A summary of total sublease income was as follows:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Sublease income - base rent	$ 1,112	$ 1,435	$ 1,199	$ 2,852
Sublease income - variable	306	359	548	833
Total sublease income	$ 1,418	$ 1,794	$ 1,747	$ 3,685

Total sublease income breakdown on the condensed consolidated statements of operations and comprehensive loss was as follows:

(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GeneFab sublease income - related party	$ 996	$ 1,586	$ 1,076	$ 3,299
Other income, net	422	208	671	386
Total sublease income	$ 1,418	$ 1,794	$ 1,747	$ 3,685

Note 6. Securities Purchase Agreement and the Notes

Securities Purchase Agreement

On April 27, 2026, the Company, Senti Holdings, and Former Senti entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with one accredited investor (the "Investor"). The Investor is an entity affiliated with Celadon Partners SPV 24 ("Celadon") and Celadon Partners, which is one of the Company's related parties and largest stockholder as discussed in Note 13. *Related Parties*.

Pursuant to the Securities Purchase Agreement, Senti Holdings agreed to issue and sell, and the Investor agreed to purchase, in a private placement up to $40.0 million aggregate principal amount of senior secured convertible notes (the "Notes"), subject to the satisfaction of specified closing conditions.

The first tranche consisted of $10.0 million in aggregate principal amount of the Notes (the "Initial Notes"), which was issued on May 20, 2026. The second tranche may consist of up to $30.0 million aggregate principal amount of additional Notes, subject to the Investor's election and the satisfaction of specified closing conditions under the Securities Purchase Agreement. See Note 16, *Subsequent Events*, for additional information with respect to Senti Holdings' issuance of additional Notes.

Assuming stockholder approval of the Company's issuance of shares of its common stock underlying the Notes without giving effect to the Exchange Cap (the "Issuance Approval") is obtained and the Investor immediately exchanges the Initial Notes for shares of the Company's common stock, Celadon would beneficially own approximately 54.6% of the Company's outstanding common stock following the exchange of the $10.0 million in aggregate principal amount of Initial Notes.

Initial Notes

On May 20, 2026, Senti Holdings issued the Initial Notes with an aggregate principal amount of $10.0 million and received gross cash proceeds of $10.0 million. In connection with the issuance, the Company paid a $0.3 million fee to the Investor and incurred $0.4 million of third-party issuance costs. The Company recognized the $0.7 million of aggregate issuance costs in general and administrative expenses in the condensed consolidated statements of operations and comprehensive loss during the three and six months ended June 30, 2026.

The Initial Notes are guaranteed by the Company and all of its direct and indirect subsidiaries, other than Senti Holdings, and are secured by all of the assets of the Company, Senti Holdings and the guarantor subsidiaries, subject to certain customary exceptions.

Initial Notes - Accounting and Fair Value Measurement

The Company elected the fair value option under ASC 825, *Financial Instruments* ("ASC 825") for the Initial Notes to simplify the accounting for the instrument by measuring the Initial Notes in their entirety at fair value rather than separately accounting for their embedded features. Accordingly, the Initial Notes were initially recognized at fair value on May 20, 2026 and are subsequently remeasured at fair value at each reporting date, with changes in fair value recognized in the condensed consolidated statements of operations and comprehensive loss. The Company estimated the fair value of the Initial Notes in accordance with ASC 820, *Fair Value Measurement* ("ASC 820"), using a probability-weighted expected return method that considered potential conversion, merger and liquidation scenarios. Refer to Note 11. *Fair Value Measurements,* for additional information regarding the fair value hierarchy classification, significant unobservable inputs and Level 3 rollforward of the Initial Notes.

Upon issuance on May 20, 2026, the fair value of the Initial Notes was $4.3 million. The $5.7 million excess of the $10.0 million gross cash proceeds received over the initial fair value of the Initial Notes was recognized as a capital contribution from a related party in additional paid-in capital due to the related-party nature of the transaction. As of June 30, 2026, the fair value of the Initial Notes was $4.0 million and was recorded as convertible notes - related party on the condensed consolidated balance sheets. For the three and six months ended June 30, 2026, the Company recognized a gain of $0.3 million from the change in fair value of the Initial Notes in other income, net in the condensed consolidated statements of operations and comprehensive loss.

Terms of the Notes

The Notes constitute senior secured indebtedness of Senti Holdings. The Company and each of its direct and indirect subsidiaries, other than Senti Holdings, guarantee the Notes pursuant to a guarantee in favor of the holders of the Notes (the "Holders"). The Notes are secured by a first-priority lien on substantially all current and future assets of Senti Holdings, as issuer, and the Company and the other guarantor subsidiaries, subject to permitted liens and customary exclusions.

The Notes do not bear interest unless an event of default occurs. The Notes mature on November 23, 2026 (the "Maturity Date"). A Holder may extend the Maturity Date (i) if an event of default, or an event that would result in an event of default with the passage of time or failure to cure, is continuing on the Maturity Date or (ii) through the date that is ten business days after the consummation of a change of control that has been publicly announced or of which the Holder received notice pursuant to the Notes. If the Notes have not previously been converted or exchanged, Senti Holdings is required to pay each Holder on the Maturity Date an amount in cash equal to 200% of the outstanding principal amount of its Notes and any accrued and unpaid interest.

A Holder may convert its Notes into shares of Senti Holdings' common stock at an initial conversion price of $0.6261 per share (the "Conversion Price"), subject to adjustments upon the occurrence of certain events specified in the Notes. If Celadon, for so long as it continues to hold the Notes, together with the holders of Notes representing at least a majority of the aggregate principal amount of the Notes then outstanding (the "Required Holders"), delivers a notice to convert at least a majority of the aggregate principal amount of the Notes then outstanding, or if the Company consummates the potential contingent value rights transaction as contemplated by the Merger Agreement described in Note 16, *Subsequent Events* below (the "CVR Transaction"), Senti Holdings has the right to require the conversion of all remaining outstanding Notes.

The Notes may also be exchanged for shares of the Company's common stock at an initial exchange price of $0.6261 per share (the "Exchange Price"), subject to adjustments upon the occurrence of certain events specified in the Notes. Following receipt of stockholder approval to issue shares of the Company's common stock upon exchange of the Notes in excess of the Exchange Cap described below (the "Issuance Approval"), if the Required Holders exchange at least a majority of the aggregate principal amount of the Notes then outstanding, or if the

Company consummates the CVR Transaction, the Company has the right, but not the obligation, to require the exchange of all remaining outstanding Notes.

A Holder may elect to have exchanges of its Notes subject to a beneficial ownership limitation of up to 19.99%. The selected beneficial ownership limitation may be increased or decreased upon 61 days' prior notice. In addition, prior to receipt of the Issuance Approval, the Company is not obligated to issue shares of its common stock upon exchange of the Notes in excess of 19.99% of the shares of the Company's common stock outstanding as of the date of the Securities Purchase Agreement (the "Exchange Cap"). If the Company fails to timely deliver shares of its common stock upon an exchange, the applicable Holder may have certain buy-in rights under the Notes.

The Conversion Price and Exchange Price are each subject to full-ratchet anti-dilution adjustments upon certain issuances of common stock at a price below the then-effective Conversion Price or Exchange Price. Upon such an issuance, the applicable Conversion Price or Exchange Price will generally be reduced to the price per share of the dilutive issuance.

The Notes contain customary affirmative and negative covenants, including limitations on the incurrence of indebtedness and liens, restricted payments, asset transfers and changes in the Company's business.

The Notes also contain customary events of default. Upon certain bankruptcy-related events of default, Senti Holdings is required to redeem the Notes in cash at the applicable redemption price described below. Upon other events of default, the Holders may require Senti Holdings to redeem their Notes in cash at such redemption price. The redemption price is the greater of (i) 200% of the outstanding principal amount of the Notes and (ii) an amount determined based on the principal amount being redeemed, the highest closing sale price of the Company's common stock during the applicable event-of-default period and the lowest Exchange Price during such period. While an event of default is continuing, interest accrues on the Notes at an annual rate of 12.0%.

Registration Rights Agreement

On May 20, 2026, in connection with the issuance of the Initial Notes, the Company and Former Senti entered into a registration rights agreement with the Investor (the "Registration Rights Agreement"). The Registration Rights Agreement requires the Company, as soon as reasonably practicable following an issuance of Notes, but no later than 30 days after such issuance, to file one or more resale registration statements on Form S-3, or another appropriate form if Form S-3 is unavailable, covering the resale by the Investor of the shares of the Company's common stock issuable upon exchange of the Notes (the "Registrable Shares"). The Company filed such registration statement on Form S-3 on June 18, 2026.

The Company is required to use commercially reasonable efforts to cause each resale registration statement to become effective as soon as practicable, but no later than the earlier of (i) the 75th calendar day following the filing date if the SEC notifies the Company that it will review the registration statement and (ii) the fifth business day after the date on which the Company is notified that the registration statement will not be reviewed or will not be subject to further review. The Company is also required to use commercially reasonable efforts to keep each registration statement effective until all Registrable Shares covered by the registration statement have been resold or no Registrable Shares remain.

Voting Agreement

Pursuant to the Securities Purchase Agreement, the Company agreed to seek stockholder approval of (i) the potential CVR Transaction and (ii) the issuance of shares of the Company's common stock upon exchange of the Notes in excess of the Exchange Cap.

On May 20, 2026, in connection with the issuance of the Initial Notes, the Company entered into a voting agreement with certain directors and executive officers of the Company and Celadon (the "Voting Agreement"). Pursuant to the Voting Agreement, the parties agreed to vote all shares of the Company's common stock held by

them in favor of the applicable stockholder proposals. See Note 16. *Subsequent Event*s, for information regarding the stockholder meeting at which such proposals will be considered.

Note 7. Stockholders' Equity

Common Stock

Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to stockholders. The holders have no preemptive or other subscription rights, and there are no redemption or sinking fund provisions with respect to such shares. Common stock is subordinate to the redeemable convertible preferred stock with respect to dividend rights and rights upon liquidation, winding up, and dissolution of the Company. Through June 30, 2026, no cash dividends have been declared or paid.

Capital Contribution from Related Party

In connection with the issuance of the Initial Notes on May 20, 2026, the Company recognized a $5.7 million capital contribution from a related party in additional paid-in capital. Refer to Note 6, *Securities Purchase Agreement and the Notes*, and Note 13, *Related Parties*, for additional information.

2025 ATM Agreement

On March 20, 2025, the Company entered into a Sales Agreement (the "2025 ATM Agreement") with Leerink Partners LLC ("Leerink Partners") with respect to an at-the-market offering program under which the Company may offer and sell, from time to time at its sole discretion, up to a maximum aggregate offering price of $17.5 million of its common stock through Leerink Partners as its sales agent. Under the 2025 ATM Agreement, the Company is not obligated to sell any shares, and either party may suspend or terminate the offering of common stock upon notice to the other party and subject to certain conditions. Leerink Partners will use commercially reasonable efforts, consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market, to sell shares from time to time based upon the Company's instructions, including any price, time or size limits specified by the Company. The Company pays Leerink Partners a commission equal to 3.0% of the gross proceeds of any shares of common stock sold, and has agreed to reimburse certain fees and disbursements and provide Leerink Partners with customary indemnification and contribution rights. For the three and six months ended June 30, 2026, no shares had been issued under the 2025 ATM Agreement. Through June 30, 2026, the Company sold 4,833,477 shares of common stock under the 2025 ATM Agreement at a weighted average price of $2.38 per share, resulting in gross proceeds of $11.5 million and net proceeds of $10.6 million after sales agent commissions and offering costs. For the six months ended June 30, 2025, the Company sold 155,840 shares of common stock under the 2025 ATM Agreement at a weighted average price of $3.53 per share, resulting in gross proceeds of $0.6 million and net proceeds of zero after sales agent commissions and offering costs.

Private Placement

The Board of Directors has the authority to issue $0.0001 par value preferred stock in one or more series and to establish from time to time the number of shares to be included in each such series, by adopting a resolution and filing a certificate of designation. Voting powers, designations, powers, preferences and relative, participating, optional, special and other rights shall be stated and expressed in such resolutions.

On December 2, 2024, the Company entered into a securities purchase agreement with certain investors in which the Company agreed to sell, in a private placement (the "Offering"), (i) up to 21,157 shares of Series A redeemable convertible preferred stock, par value $0.0001 per share, for an aggregate offering price of $47.6 million and (ii) accompanying warrants to purchase up to 31,735,500 shares of common stock, par value $0.0001 per share. Each share of Series A redeemable convertible preferred stock was issued at $2,250.00 per share and, subject to Stockholder Approval (defined below), was convertible into 1,000 shares of common stock. Each Warrant has an exercise price per share of $2.30. The Warrants are exercisable at any time on or after the Stockholder Approval and

on or prior to the five year anniversary of the original issuance date. A holder of a Warrant may not exercise the Warrant if the holder, together with its affiliates, would beneficially own more than 4.99% (or, at the election of the holder, 9.99%) of the number of shares of the common stock outstanding immediately after giving effect to such exercise. A holder of a Warrant may increase or decrease this percentage not in excess of 45% by providing at least 61 days' prior notice to the Company.

On December 9, 2024, the Company closed the initial tranche of the Offering, in which the Company issued 16,713 shares of Series A redeemable convertible preferred stock and Warrants to purchase 25,069,500 shares of common stock for net proceeds of $35.2 million, net of issuance costs of $2.4 million. Additionally, an investor had the option to purchase up to an additional 4,444 shares of Series A redeemable convertible preferred stock and Warrants to purchase 6,666,000 shares of common stock at a subsequent closing. On December 31, 2024, the Company closed the second tranche of the Offering, in which the Company issued 4,444 shares of Series A redeemable convertible preferred stock and Warrants to purchase 6,666,000 shares of common stock for net proceeds of $9.9 million, net of issuance costs of $0.1 million.

On March 6, 2025, at a special meeting of the Company's stockholders, the stockholders approved the issuance of common stock in accordance with Nasdaq Listing Rule 5635 upon (i) conversion of Series A redeemable convertible preferred stock and (ii) the exercise of warrants to purchase shares of common stock. Subsequently, on March 10, 2025, the Company converted the outstanding shares of Series A redeemable convertible preferred stock into 21,157,000 shares of common stock, at the conversion price of $2.25 per share, subject to the terms and limitations contained in the Certificate of Designation.

The Company had no convertible preferred stock authorized or outstanding as of June 30, 2026 and December 31, 2025.

The Company had reserved shares of its common stock for future issuance as follows:

	June 30, 2026	December 31, 2025
Stock options issued and outstanding	4,640,722	4,863,455
Restricted stock units outstanding	647,725	1,101,825
Common stock shares available for future issuance under equity plans	4,539,338	2,583,937
Common stock shares available for future issuance under the 2022 Employee Stock Purchase Plan (the "ESPP")	436,474	127,681
Warrants to purchase common stock issued in connection with Series A redeemable convertible preferred stock	31,735,500	31,735,500
Common stock reserved for issuance upon exchange of the Initial Notes	23,957,835	—
GeneFab Option	—	1,963,344
Total	65,957,594	42,375,742

Note 8. Stock-based Compensation

2022 Equity Incentive Plan (the "2022 EIP")

On January 1, 2026, the number of shares of common stock reserved for issuance under the 2022 EIP increased by 1,543,967 shares. As of June 30, 2026, the total number of shares of common stock available for issuance under the 2022 Plan is 2,398,620.

2022 Inducement Plan (the "2022 IN")

As of June 30, 2026, the total number of shares of common stock available for issuance under the 2022 Inducement Plan is 2,140,718.

2022 Employee Stock Purchase Plan (the "2022 ESPP")

On January 1, 2026, the number of shares of common stock reserved for issuance under the 2022 ESPP increased by 308,793 shares. As of June 30, 2026, the total number of shares of common stock available for issuance under the ESPP is 436,474.

Stock-based Compensation

Total stock-based compensation was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
General and administrative	$ 770	$ 1,296	$ 1,867	$ 2,315
Research and development	278	230	496	415
Total stock-based compensation	$ 1,048	$ 1,526	$ 2,363	$ 2,730

Note 9. Net Loss Per Share

A reconciliation of net loss available to common stockholders and the number of shares in the calculation of basic and diluted net loss per share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except share and per share amounts)	**2026**	**2025**	**2026**	**2025**
Basic and diluted net loss per share:				
Numerator:				
Net loss, basic and diluted	$ (12,750)	$ (14,733)	$ (16,971)	$ (28,845)
Denominator:				
Weighted-average shares outstanding, basic and diluted	31,144,754	26,081,273	31,058,642	18,091,478
Net loss per share attributable to common stockholders, basic and diluted	$ (0.41)	$ (0.56)	$ (0.55)	$ (1.59)

As the Company was in a loss position for all periods presented, basic net loss per share is the same as diluted net loss per share for all periods presented. The following potential common stock securities were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been anti-dilutive (on an as-converted basis):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	**2025**	**2026**	**2025**
Stock options issued and outstanding	4,640,722	4,417,157	4,640,722	4,417,157
Restricted stock units outstanding	647,725	1,097,209	647,725	1,097,209
Warrants to purchase common stock issued in connection with Series A redeemable convertible preferred stock	31,735,500	31,735,500	31,735,500	31,735,500
Shares of common stock issuable upon exchange of the Initial Notes	15,971,890	—	15,971,890	—
GeneFab Option	—	1,963,344	—	1,963,344
Total	52,995,837	39,213,210	52,995,837	39,213,210

Note 10. Cash, Cash Equivalents and Restricted Cash

The following table is a reconciliation of the cash, cash equivalents and restricted cash:

(in thousands)	June 30, 2026	December 31, 2025
Cash and cash equivalents	$ 6,463	$ 16,420
Restricted cash [1]	1,426	3,528
Total	$ 7,889	$ 19,948

(1) As of June 30, 2026, restricted cash balance primarily consisted of a letter of credit for the Alameda Lease of $0.9 million, and a letter of credit for the HQ Lease of $0.5 million. As of December 31, 2025, restricted cash balance primarily consisted of a letter of credit for the Alameda Lease of $2.9 million, and a letter of credit for the HQ Lease of $0.5 million.

The following table is a summary of the Company's cash equivalents and restricted cash:

	June 30, 2026	
(in thousands)	Amortized Cost	Fair Value
Money market funds	$ 6,517	$ 6,517
Classified as:		
Cash equivalents		$ 5,091
Restricted cash		$ 1,426

	December 31, 2025	
(in thousands)	Amortized Cost	Fair Value
Money market funds	$ 18,189	$ 18,189
Classified as:		
Cash equivalents		$ 14,661
Restricted cash		$ 3,528

As of June 30, 2026 and December 31, 2025, all of the Company's cash equivalents and restricted cash were in money market funds and no allowance for credit loss was recorded.

Note 11. Fair Value Measurements

The following table summarizes, for assets and liabilities measured at fair value, the respective fair value and the classification by level of input within the fair value hierarchy. No securities have contractual maturities of longer than one year. There were no transfers between Levels 1, 2, or 3 for any of the periods presented.

	June 30, 2026		
(in thousands)	Fair Value	Level 1	Level 3
Assets			
Money market funds	$ 6,517	$ 6,517	$ —
Total assets measured at fair value	$ 6,517	$ 6,517	$ —
Liabilities			
Convertible notes - related party	$ 3,993	$ —	$ 3,993
Total liabilities measured at fair value	$ 3,993	$ —	$ 3,993

(in thousands)	December 31, 2025 Fair Value	Level 1
Assets		
Money market funds	$ 18,189	$ 18,189
Total assets measured at fair value	$ 18,189	$ 18,189

Liabilities Classified as Level 3

Convertible notes - related party

The fair value of the convertible notes - related party is based on significant unobservable inputs and is classified as a Level 3 measurement within the fair value hierarchy. The Company estimated the fair value of the convertible notes - related party using a probability-weighted expected return method that considered potential conversion, merger and liquidation scenarios.

Significant inputs used in the valuation as of May 20, 2026 and June 30, 2026 included the probability assigned to each scenario and the estimated value of the contingent value rights expected to be issued in connection with the potential merger transaction. Changes in these assumptions could materially affect the estimated fair value of the convertible notes - related party. Because the scenario probabilities are interrelated and must total 100%, a change in the probability assigned to one scenario results in a corresponding change in the probabilities assigned to one or more of the other scenarios. The estimated fair value would generally increase with a higher probability assigned to the conversion scenario or a higher estimated CVR value and decrease with a higher probability assigned to the liquidation scenario. The effect of a change in the probability assigned to the merger scenario depends on the corresponding changes in the probabilities assigned to the conversion and liquidation scenarios.

The following table presents the significant unobservable inputs used in estimating the fair value of the Initial Notes upon initial recognition and as of June 30, 2026:

	June 30, 2026	May 20, 2026
Probability of conversion scenario	10.0 %	15.0 %
Probability of merger scenario	70.0 %	60.0 %
Probability of liquidation scenario	20.0 %	25.0 %
Estimated conversion date	11/23/2026	11/23/2026
Estimated merger date	7/31/2026	7/31/2026
Estimated liquidation date	11/23/2026	11/23/2026

The following table summarizes the changes in the fair value of the Company’s convertible notes - related party:

(in thousands)	Convertible Notes - Related Party
Initial recognition at fair value at May 20, 2026	$ 4,264
Gain from change in fair value [1]	(271)
Fair value at June 30, 2026	$ 3,993

(1) The gain from the change in fair value was included in “change in fair value of convertible notes—related party” in other income, net in the condensed consolidated statements of operations and comprehensive loss.

Note 12. Income Tax

The Company's income tax provision was zero for each of the three and six months ended June 30, 2026 and 2025. While the Company is subject to federal and state income taxes in various jurisdictions, due to cumulative losses the Company's current income tax liability is zero and deferred tax assets generated from the Company's net operating losses have been subject to a full valuation allowance, as the Company believes it is not more likely than not that the benefit will be realized due to the Company's losses generated to date.

Note 13. Related Parties

NEA

New Enterprise Associates, Inc. ("NEA") beneficially owned 12.1% and 12.2% of the Company's outstanding common stock as of June 30, 2026 and December 31, 2025, respectively. NEA held one of the eight seats on the Board of Directors as of June 30, 2026 and December 31, 2025. As part of the private placement in December 2024 (Note 7), NEA is also entitled to designate one additional director to the Board of Directors.

Celadon Partners, LLC

Celadon Partners beneficially owned 31.4% and 31.7% of the Company's outstanding common stock as of June 30, 2026 and December 31, 2025, respectively, and is considered a related party to the Company. In addition, an affiliate of Celadon Partners holds the Initial Notes. Assuming the Initial Notes were converted in full for shares of the Company's common stock, Celadon Partners and its affiliates would beneficially own approximately 54.6% of the Company's common stock as of June 30, 2026, on an as-converted basis.

Celadon Partners is the parent company of Valere Bio, of which GeneFab is a wholly-owned subsidiary. As part of the private placement in December 2024 (Note 7), Donald Tang, a founder and manager of Celadon, was appointed to the Board of Directors. Celadon Partners also was entitled to designate two additional directors to the Board of Directors, which were filled upon Feng Hsiung and Bryan Baum being appointed in March 2025 and July 2025, respectively. As of June 30, 2026, Celadon Partners held three of the eight seats on the Board of Directors.

As discussed in Note 6, *Securities Purchase Agreement and the Notes,* Senti Holdings issued to CPIF II-7 Limited, an affiliate of Celadon Partners, the Initial Notes with an aggregate principal amount of $10.0 million. The Company received gross cash proceeds of $10.0 million and paid a $0.3 million fee to the Holder on May 20, 2026. Upon issuance, the Initial Notes were recognized at a fair value of $4.3 million, and the $5.7 million excess of the gross cash proceeds received over the initial fair value of the Initial Notes was recognized as a capital contribution from a related party in additional paid-in capital.

As of June 30, 2026, the fair value of the convertible notes - related party was $4.0 million on the condensed consolidated balance sheets. For each of the three and six months ended June 30, 2026, the Company recognized a gain of $0.3 million related to changes in the fair value of the convertible notes - related party. Refer to Note 6, *Securities Purchase Agreement and the Notes* and Note 11. *Fair Value Measurements* for additional information.

Subsequent to June 30, 2026, the Company entered into a merger agreement involving an entity affiliated with Celadon Partners and issued additional Notes to CPIF II-7 Limited. Refer to Note 16, Subsequent Events, for additional information.

Bayer Healthcare LLC

Bayer Healthcare, LLC ("Bayer") beneficially owned 9.0% and 19.9% of the Company's outstanding common stock as of June 30, 2026 and December 31, 2025, respectively, and is considered a related party to the Company.

Bayer is the parent company of BlueRock Therapeutics LP ("BlueRock"). The Company and BlueRock entered a collaboration and option agreement ("BlueRock Agreement") in May 2021, pursuant to which the Company and BlueRock, on a program-by-collaboration program basis, collaborate in many aspects for the development of certain

therapy products. The Company was responsible for up to $10 million in costs and expenses incurred in connection with the research plan and related activities to be conducted over a three-year research term. The Company completed the initial research plan and related activities in May 2024. If the Company and BlueRock agree to add new research activities to the research plan, then BlueRock will be obligated to reimburse the Company for the costs and expenses incurred. As of June 30, 2026, Bayer has not exercised its option for a license.

For the three and six months ended June 30, 2026, the Company recognized collaboration revenue with Bayer of less than $0.1 million in the condensed consolidated statements of operations and comprehensive loss. As of June 30, 2026 and December 31, 2025, deferred revenue with Bayer of less than $0.1 million was recorded in the condensed consolidated balance sheets. These amounts relate to an option exercise period extension fee under the BlueRock Agreement.

GeneFab

As a result of the transaction with GeneFab (Note 3), GeneFab supports the Company's clinical manufacturing of its CAR-NK programs, including SENTI-202. GeneFab's Chief Executive Officer, Philip Lee, Ph.D., was the former Co-Founder and Chief Technology Officer of the Company. The Company determined GeneFab is a related party and the Company reports transactions with GeneFab under ASC 850. Refer to Note 3. *GeneFab Transaction* for the financial assets and liabilities recorded on the condensed consolidated balance sheets related to GeneFab.

As of June 30, 2026, GeneFab subleased the facility included in the Alameda lease from the Company.

As of June 30, 2026, GeneFab subleased from the Company the facility subject to the Alameda lease. As of June 30, 2026 and December 31, 2025, the Company had no sublease income receivable and $0.8 million of sublease income receivable, respectively, recorded in GeneFab receivable - related party on the condensed consolidated balance sheets. Refer to Note 5. Operating Leases for the sublease discussion.

The Company incurred certain costs on behalf of GeneFab under a transition services agreement, and reimbursement of such costs was due from GeneFab. As of June 30, 2026 and December 31, 2025, the Company recorded $0.6 million and $0.5 million, respectively, in GeneFab receivable - related party on the condensed consolidated balance sheets. The Company's research and development expenses under the services agreement were $3.5 million and $3.6 million for the three months ended June 30, 2026 and 2025, respectively, and $3.8 million and $7.7 million for the six months ended June 30, 2026 and 2025, respectively. Refer to Note 3. *GeneFab Transaction*.

Note 14. Commitments and Contingencies

In the ordinary course of business, the Company enters into contractual agreements with third parties that include non-cancelable payment obligations, for which the Company is liable in future periods.

Legal Proceedings

The Company is subject to claims and assessments from time to time in the ordinary course of business but does not believe that any such matters, individually or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Indemnification

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions and has never accrued any liabilities related to such obligations in its

consolidated financial statements. The Company has also entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by Delaware corporate law. The Company currently has directors' and officers' insurance.

Note 15. Segment Reporting

The Company views operations and manages the business as one operating and reportable segment, which is the research and development of the Company's gene circuit platform. The Company's Chief Operating Decision Maker (the "CODM"), its Chief Executive Officer, manages and allocates resources on a consolidated basis.

As of June 30, 2026 and December 31, 2025, the Company's cash and cash equivalents were $6.5 million and $16.4 million, respectively.

A summary of the segment loss, including significant expenses, was as noted in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2026	2025	2026	2025
Collaboration revenue - related party	$ 17	$ —	$ 33	$ —
Operating expenses:				
Research and development:				
External services and supplies	4,877	6,317	7,113	12,514
Personnel-related expenses, including stock-based compensation	1,699	2,176	3,514	3,920
Facilities and other	990	1,311	2,001	2,427
General and administrative:				
Personnel-related expenses, including stock-based compensation	2,361	3,184	5,055	5,769
Facilities and other	1,023	1,597	2,580	3,233
External services and supplies	2,889	1,298	4,402	3,492
Depreciation and amortization	667	915	1,355	1,840
Gain on lease modification	—	—	(6,882)	—
Total operating expenses	14,506	16,798	19,138	33,195
Loss from operations	(14,489)	(16,798)	(19,105)	(33,195)
Interest income	55	270	156	664
Sublease income	1,418	1,794	1,747	3,685
Change in fair value of convertible notes - related party	271	—	271	—
Other income (expense), net	(5)	1	(40)	1
Net loss	$ (12,750)	$ (14,733)	$ (16,971)	$ (28,845)

Note 16. Subsequent Events

On July 14, 2026, the Company entered into an agreement with a private affiliate of its largest stockholder, Celadon Partners, under which that affiliate would acquire substantially all of the Company's existing business and pipeline through a merger transaction. Following the transaction, the Company is expected to remain a public company with a significantly streamlined operating structure, retaining certain intellectual property, collaborations and early-stage programs focused on its Regulator Dial™ technology platform while the remaining business will merge into the private company. Company stockholders, as well as certain holders of equity awards and warrants, will, upon closing of the transaction, have the right to receive certain contingent value rights that may provide future

cash payments if specified development, regulatory and commercial milestones for SENTI-202 are achieved. The transaction is subject to stockholder approval and other customary closing conditions. See below for more detailed information about the transactions.

Merger Agreement

On July 14, 2026, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Celadon Partners SPV 35 Limited ("Parent"), Senti Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), Senti Holdings, Inc., a wholly owned subsidiary of the Company ("Midco"), and Senti Biosciences, Inc., a wholly owned subsidiary of Midco ("Opco"). Parent is an affiliate of Celadon Partners, the Company's largest stockholder and a related party.

Pursuant to the Merger Agreement, and subject to the satisfaction or waiver of the conditions set forth therein, Merger Sub will merge with and into Midco, with Midco continuing as the surviving corporation and becoming a wholly owned subsidiary of Parent (the "Merger"). Upon completion of the Merger, Parent will acquire substantially all of the Company's existing business and pipeline held through Midco and Opco. The Company is expected to remain a publicly traded company and retain certain intellectual property, contracts and early-stage development programs, including the Company's program seeking a treatment for Rett Syndrome utilizing the Company's Regulator Dial™ technology (the "Rett Syndrome program") and the Company's platform of Regulator Dial-enabled armored tumor-infiltrating lymphocyte therapies (the "TIL program"). Opco will license or assign to the Company all intellectual property and contracts needed for the Company to advance the Rett Syndrome and TIL programs. The Company is also expected to retain a modest amount of cash to fund initial development activities and ongoing public company costs. The Merger Agreement also contains customary restrictions on the conduct of the Company's business between signing and closing of the Merger.

The completion of the Merger is subject to (i) the affirmative vote of holders of a majority of the outstanding shares of the Company's common stock and (ii) the affirmative vote of a majority of the votes cast by holders of shares of the Company's common stock, other than shares beneficially owned, directly or indirectly, by Parent, Merger Sub or any of their respective affiliates (the "Majority of the Minority Approval"), and the satisfaction or waiver of other customary closing conditions. See Note 6. *Securities Purchase Agreement and the Notes*, for additional information regarding the Notes and the Exchange Cap. The Merger Agreement contains customary termination provisions and provides that, under certain specified circumstances, the Company may be required to pay Parent a termination fee of $2.5 million.

Contingent Value Rights

In connection with the Merger, the Company's stockholders and certain holders of the Company's equity awards and warrants will be entitled to receive contingent value rights ("CVRs"). No cash will be paid to the Company or the holders of the Company's common stock at the closing of the Merger as consideration for the Merger. The Merger Consideration will consist exclusively of the right to receive contingent cash payments (the "Milestone Payment Amounts"), which right will be distributed to the Company's stockholders in the form of CVRs. The CVRs will provide their holders with the right to receive a pro rata portion of contingent cash payments of up to $60.0 million in the aggregate (the "Aggregate Payment Cap") upon the achievement of the following specified milestones relating to SENTI-202, each of which must be achieved on or before the seventh anniversary of the closing of the Merger (the "Milestone Expiration Date"): (i) $10.0 million upon the filing and acceptance (or the passing of the 60-day review period without rejection) of a Biologics License Application ("BLA") with the U.S. Food and Drug Administration ("FDA") for SENTI-202; (ii) $20.0 million upon receipt of FDA approval of such BLA; and (iii) $30.0 million upon the achievement of cumulative worldwide net sales of SENTI-202 in excess of $200.0 million. There can be no assurance that any of the milestones will be achieved or that any payments will be made under the CVRs.

The CVRs will not be evidenced by a certificate or other instrument, will not have voting or dividend rights, and interest will not accrue on any amounts payable on the CVRs. The CVRs will not represent any equity or ownership

interest in Parent, Midco or any of their affiliates. The CVRs may not be sold, assigned, transferred, pledged or otherwise disposed of, except under certain limited circumstances specified in the CVR Agreement.

Immediately prior to the closing of the Merger, each outstanding stock option and restricted stock unit award of the Company, whether vested or unvested, will become fully vested. Each stock option, restricted stock unit and warrant that is outstanding as of immediately prior to the CVR record date will entitle such holder to receive, upon exercise or settlement thereof, a number of CVRs equal to the number of shares of the Company's common stock subject to such award, reduced by any applicable withholding taxes, subject to the terms and conditions of the applicable award and the CVR Agreement.

Additional Financing

Under the Securities Purchase Agreement, Senti Holdings is not obligated to issue any additional Notes unless the parties executed, within 30 days of the closing of the Initial Notes, definitive documents for a potential transaction pursuant to which, if consummated, an entity affiliated with Celadon Partners would merge with and into Senti Holdings and Senti Holdings would issue a contingent value right to the Company's stockholders, which may pay out up to an aggregate of $60.0 million in cash subject to the achievement of certain regulatory and sales milestones with respect to the Company's product candidate, SENTI-202. The Merger Agreement, which constitutes such definitive document, was executed on July 14, 2026, more than 30 days after the closing of the Initial Notes on May 20, 2026. Notwithstanding the foregoing, pursuant to the Merger Agreement, no later than 21 days from the date of the Merger Agreement (unless Parent and the Company mutually agree in writing to a later date), Parent or an affiliate of Parent was required to fund and purchase additional Notes in accordance with the terms of the Securities Purchase Agreement, in an amount equal to $6.0 million (the "Additional Funding Amount" and the Notes purchased in connection therewith, the "Additional Notes"), minus the aggregate amount of net proceeds actually received by the Company from sales of common stock pursuant to the Company's existing at-the-market offering facility with Leerink Partners LLC following the date of the Merger Agreement ("Offset ATM Sales"). As of the date of the filing of this Quarterly Report on Form 10-Q, there have been no Offset ATM Sales.

On August 14, 2026, Senti Holdings received net cash proceeds of $3.9 million of the Additional Funding Amount from CPIF II-7 Limited and issued $4.0 million of Additional Notes pursuant to the terms of the Securities Purchase Agreement . As of the date of the filing of this Quarterly Report on Form 10-Q, Parent or an affiliate of Parent is obligated to fund and purchase an additional $2.0 million of Additional Notes in accordance with the terms of the Merger Agreement.

Assuming the Company issues and sells the full $6.0 million of the Additional Notes or $30.0 million in aggregate principal amount of additional Notes to Parent or an affiliate of Parent, the Issuance Approval is obtained and the Investor immediately exchanges all of its Initial Notes and additional Notes for shares of the Company's common stock, Celadon and its affiliates would beneficially own approximately 62.3% or 77.5%, respectively, of the Company's outstanding common stock.

The Company evaluated the Merger Agreement and the transactions contemplated therein in accordance with ASC 855, Subsequent Events ("ASC 855"), and determined that they represent nonrecognized subsequent events. Accordingly, the condensed consolidated financial statements as of and for the three and six months ended June 30, 2026 were not adjusted to reflect the Merger, the related CVRs or the issuance of any additional Notes because completion of the Merger remains subject to stockholder approval and other closing conditions.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Senti Biosciences, Inc. ("Former Senti") entered into a business combination agreement (the "Agreement") with Dynamics Special Purpose Corp. ("DYNS") on December 19, 2021. The transactions contemplated by the terms of the Agreement were completed on June 8, 2022, in conjunction with which DYNS changed its name to Senti Biosciences, Inc. On April 24, 2026, we completed a holding company reorganization (the "Reorganization") pursuant to which Senti Biosciences Holdings, Inc. became the successor issuer to Former Senti and Former Senti became a direct, wholly owned subsidiary of Senti Holdings, Inc., a direct wholly owned subsidiary of Senti Biosciences Holdings, Inc.(hereafter referred to, collectively with its subsidiaries, as "Senti," the "Company," "we," "us," or "our," unless the context otherwise requires).

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes included under Part I, Item 1 of this Quarterly Report on Form 10-Q (this "Quarterly Report") as well as Senti's audited consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report") and filed with the Securities and Exchange Commission (the "SEC") on March 27, 2026. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that are not historical facts and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Form 10-Q including, without limitation, statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the Company's financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as "expect," "believe," "anticipate," "explore," "intend," "estimate," "seek," and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management's current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk Factors section of the Annual Report and Part II, Item 1A of this Quarterly Report filed with the U.S. Securities and Exchange Commission (the "SEC"). The Company's securities filings can be accessed on the EDGAR section of the SEC's website at www.sec.gov. Except as expressly required by applicable securities law, the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Overview

We are a clinical-stage biotechnology company developing next-generation cell and gene therapies engineered with our gene circuit platform technologies for patients living with incurable diseases. Our mission is to create a new generation of smarter medicines that outsmart complex diseases using novel and unprecedented approaches. To accomplish this mission, we have built a synthetic biology platform that we believe may enable us to program next-generation cell and gene therapies with gene circuits. These gene circuits, which we created from novel and proprietary combinations of DNA sequences, are designed to reprogram cells with biological logic to sense inputs, compute decisions and respond to their respective cellular environments. Using gene circuits, our product candidates are designed to precisely kill cancer cells, spare healthy cells, increase specificity to target cells and control the expression of drugs even after administration.

We are applying our gene circuit technologies to develop a pipeline of medicines that use chimeric antigen receptor ("CAR") white blood cells with the goal of addressing major challenges and providing potentially lifesaving treatments for people living with cancer. Our lead product candidates utilize off-the-shelf healthy adult

donor derived natural killer ("NK") cells to create CAR-NK cells outfitted with gene circuit technologies in several oncology indications with high unmet need.

We have incurred net losses of $17.0 million and $28.8 million for the six months ended June 30, 2026 and 2025, respectively. As of June 30, 2026 and December 31, 2025, we had cash and cash equivalents of $6.5 million and $16.4 million, respectively, and an accumulated deficit of $375.5 million and $358.6 million, respectively. Net cash flows used in operating activities were $21.7 million and $27.1 million during the six months ended June 30, 2026 and 2025, respectively. Substantially all of our net losses resulted from costs incurred in connection with our research and development programs and from general and administrative costs associated with our operations. We expect to continue to incur significant losses for the foreseeable future.

We anticipate that our expenses and operating losses will increase substantially over the foreseeable future. The expected increase in expenses will be driven in large part by our ongoing activities, if and as we:

- continue to advance our gene circuit platform technologies;
- continue preclinical development of our current and future product candidates and initiate additional preclinical studies;
- fund clinical development of our current product candidates;
- commence clinical studies of our future product candidates;
- fund manufacturing of our current and future product candidates;
- seek regulatory approval of our current and future product candidates;
- expand our operational, financial, and management systems and increase personnel, including personnel to support our preclinical and clinical development, manufacturing and commercialization efforts;
- continue to develop, grow, maintain, enforce and defend our intellectual property portfolio; and
- incur additional legal, accounting, or other expenses in operating our business, including costs associated with operating as a public company.

Recent Developments

Lease Amendment and GeneFab Sublease Matters

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025, GeneFab was in default under the GeneFab Alameda Sublease and the GeneFab HQ Sublease, and we were in default under the Alameda Lease for nonpayment of rent.

In March 2026, we entered into a series of agreements with our Alameda Landlord and GeneFab to restructure the Alameda Lease and related sublease arrangements and to cure the existing defaults.

On March 17, 2026, we entered into the Alameda Lease Amendment with the Alameda Landlord, pursuant to which we reduced the leased premises from approximately 92,000 rentable square feet to approximately 46,000 rentable square feet. The Alameda Lease Amendment also reduced our future base rent obligations for the remaining term of the lease and modifies certain cost-sharing arrangements with respect to operating expenses, taxes, and utilities. In connection with the Alameda Lease Amendment, the Alameda Landlord is entitled to draw $2.0 million under our existing letter of credit, and the required letter of credit for the remainder of the lease term was reduced to approximately $0.8 million. In May 2026, the Alameda Landlord drew the $2.0 million under the Company's letter of credit.

In connection with the Alameda Lease Amendment, on March 17, 2026, we entered into the GeneFab Alameda Sublease Amendment with GeneFab, and pursuant to which, the subleased premises were reduced to approximately 46,000 rentable square feet. The GeneFab Alameda Sublease Amendment revised the base rent, operating expenses, taxes and utilities owed by GeneFab to equal the amounts owed by us under the Alameda Lease Amendment. GeneFab also agreed to pay a $1.0 million Reduction Fee (as defined in Note 5) to the Alameda Landlord pursuant to the terms and conditions of the Consent Amendment (as defined in Note 5).

On March 9, 2026, we entered the GeneFab HQ Sublease Amendment with GeneFab, pursuant to which we accelerated the end of the HQ Lease, effective March 31, 2026. As part of this agreement, GeneFab paid all past-due sublease rent for the GeneFab HQ Sublease and no longer subleases premises under the HQ Lease from us as of June 30, 2026.

On March 17, 2026, we entered into the GeneFab Letter Agreement with GeneFab in connection with the lease and sublease amendments described above. The GeneFab Letter Agreement provides back rent payment of $1.4 million that may be satisfied, in whole or in part, through a cash prepayment credit to be applied toward work or services to be performed by GeneFab for us under the 2024 Amended and Restated DMSA, that we may access such prepayment credit immediately and that any unpaid portion must be paid in immediately available funds by September 1, 2026. The GeneFab Letter Agreement further provides that we may access $2.0 million as a prepayment credit to be applied toward work or services to be performed by GeneFab for us under the 2024 Amended and Restated DMSA beginning September 1, 2026. This prepayment credit represents a portion of the agreed-upon settlement of past-due sublease rent. GeneFab's failure to perform its obligations with respect to the outstanding rent or the $2.0 million prepayment credit constitutes an immediate event of default under the GeneFab Alameda Sublease Amendment. The GeneFab Letter Agreement terminates automatically once the applicable prepayment credits have been fully applied.

As a result of these transactions, the Alameda lease default and the GeneFab sublease defaults were cured.

Holding Company Reorganization

On April 24, 2026, we completed a holding company reorganization (the "Reorganization") pursuant to which the Company became the successor issuer to Senti Biosciences, Inc. ("Former Senti") and Former Senti became a direct, wholly owned subsidiary of Senti Holdings, Inc., a direct wholly owned subsidiary of the Company. The Reorganization did not result in any change to our consolidated operations, assets, liabilities, management or the Board of Directors.

Securities Purchase Agreement

On April 27, 2026, we entered into a securities purchase agreement with an accredited investor affiliated with Celadon, pursuant to which our wholly owned subsidiary, Senti Holdings, Inc. may issue up to $40.0 million aggregate principal amount of senior secured convertible notes, subject to specified closing conditions. The initial tranche consists of $10.0 million, with an additional tranche of up to $30.0 million subject to the investor's election and certain additional conditions. Upon issuance, the Notes may be converted for shares of Senti Holdings' common stock or, subject to stockholder approval, exchanged for shares of our common stock, in each case, initially at a price of $0.6261 per share, subject to customary adjustments and a full-ratchet anti-dilution adjustment if we issue or sell common stock at a price below the exchange/conversion price then in effect. On May 20, 2026, Senti Holdings issued the Initial Notes with an aggregate principal amount of $10.0 million and received gross cash proceeds of $10.0 million and paid a $0.3 million fee to the Holder. The Company also incurred $0.4 million of third-party issuance costs.

The net proceeds from the transaction are expected to be used for general corporate purposes, including advancing clinical and manufacturing activities for SENTI-202.

Merger Agreement

On July 14, 2026, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Celadon Partners SPV 35 Limited ("Parent"), Senti Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), Senti Holdings, Inc., a wholly owned subsidiary of the Company ("Midco"), and Senti Biosciences, Inc., a wholly owned subsidiary of Midco ("Opco"). Parent is an affiliate of Celadon Partners, the Company's largest stockholder and a related party.

Pursuant to the Merger Agreement, and subject to the satisfaction or waiver of the conditions set forth therein, Merger Sub will merge with and into Midco, with Midco continuing as the surviving corporation and becoming a wholly owned subsidiary of Parent (the "Merger"). Upon completion of the Merger, Parent will acquire substantially all of the Company's existing business and pipeline held through Midco and Opco. The Company is expected to remain a publicly traded company and retain certain intellectual property, contracts and early-stage development programs, including the Rett Syndrome program and the TIL program. Opco will license or assign to the Company all intellectual property and contracts needed for the Company to advance the Rett Syndrome and TIL programs. The Company is also expected to retain a modest amount of cash to fund initial development activities and ongoing public company costs.

The completion of the Merger is subject to (i) the affirmative vote of holders of a majority of the outstanding shares of the Company's common stock and (ii) the Majority of the Minority Approval, and the satisfaction or waiver of other customary closing conditions. The Merger Agreement contains customary termination provisions and provides that, under certain specified circumstances, the Company may be required to pay Parent a termination fee of $2.5 million.

Contingent Value Rights

In connection with the Merger, the Company's stockholders and certain holders of the Company's equity awards and warrants will be entitled to receive contingent value rights ("CVRs"). No cash will be paid to the Company or the holders of our common stock at the closing of the Merger as consideration for the Merger. The Merger Consideration will consist exclusively of the right to receive the Milestone Payment Amounts, which right will be distributed to our stockholders in the form of CVRs. The CVRs will provide their holders with the right to receive a pro rata portion of contingent cash payments of up to $60.0 million in the aggregate (the "Aggregate Payment Cap") upon the achievement of the following specified milestones relating to SENTI-202, each of which must be achieved on or before the seventh anniversary of the closing of the Merger (the "Milestone Expiration Date"): (i) $10.0 million upon the filing and acceptance (or the passing of the 60-day review period without rejection) of a Biologics License Application ("BLA") with the U.S. Food and Drug Administration ("FDA") for SENTI-202; (ii) $20.0 million upon receipt of FDA approval of such BLA; and (iii) $30.0 million upon the achievement of cumulative worldwide net sales of SENTI-202 in excess of $200.0 million. There can be no assurance that any of the milestones will be achieved or that any payments will be made under the CVRs. The CVRs will not be evidenced by a certificate, will not have voting or dividend rights and may not be transferred except in limited circumstances.

Additional Financing

Under the Securities Purchase Agreement, Senti Holdings is not obligated to issue any additional Notes unless the parties executed, within 30 days of the closing of the Initial Notes, definitive documents for a potential transaction pursuant to which, if consummated, an entity affiliated with Celadon Partners would merge with and into Senti Holdings and Senti Holdings would issue a contingent value right to the Company's stockholders, which may pay out up to an aggregate of $60.0 million in cash subject to the achievement of certain regulatory and sales milestones with respect to the Company's product candidate, SENTI-202. The Merger Agreement, which constitutes such definitive document, was executed on July 14, 2026, more than 30 days after the closing of the Initial Notes on May 20, 2026. Notwithstanding the foregoing, pursuant to the Merger Agreement, no later than 21 days from the date of the Merger Agreement (unless Parent and the Company mutually agree in writing to a later date), Parent or an affiliate of Parent was required to fund and purchase additional Notes in accordance with the terms of the

Securities Purchase Agreement, in an amount equal to $6.0 million (the "Additional Funding Amount" and the Notes purchased in connection therewith, the "Additional Notes"), minus the aggregate amount of net proceeds actually received by the Company from sales of common stock pursuant to the Company's existing at-the-market offering facility with Leerink Partners LLC following the date of the Merger Agreement ("Offset ATM Sales"). As of the date of the filing of this Quarterly Report on Form 10-Q, there have been no Offset ATM Sales.

On August 14, 2026, Senti Holdings received net cash proceeds of $3.9 million of the Additional Funding Amount from CPIF II-7 Limited and issued $4.0 million of Additional Notes pursuant to the terms of the Securities Purchase Agreement. As of the date of the filing of this Quarterly Report on Form 10-Q, Parent or an affiliate of Parent is obligated to fund and purchase an additional $2.0 million of Additional Notes in accordance with the terms of the Merger Agreement.

Components of Results of Operations

Collaboration Revenue - Related Party

We currently have no products approved for sale, and we have never generated any revenue from the sale of any products. For the three and six months ended June 30, 2026, collaboration revenue consisted of an option exercise period extension fee under our Collaboration and Option Agreement ("BlueRock Agreement") with BlueRock Therapeutics LP ("BlueRock") and was recognized ratably over the extension period. BlueRock is a related party to us. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 13—*Related Parties*" in this Report for details.

Operating Expenses

Our operating expenses consist of research and development expenses, and general and administrative expenses.

Research and Development Expenses

Research and development costs consist primarily of costs incurred for the discovery, and preclinical and clinical development of our product candidates, which include:

- employee-related expenses, including salaries, related benefits, and stock-based compensation expenses for employees engaged in research and development functions;
- expenses incurred in connection with research, laboratory consumables, and clinical and preclinical studies;
- the cost of consultants engaged in research and development, regulatory, and clinical related services
- the cost to develop our manufacturing process and manufacturing product candidates for use in our research, preclinical studies and clinical trials, including under agreements with third parties, such as consultants, contractors and third-party contract manufacturing organizations, or CMOs;
- facilities, depreciation and other expenses, which include allocated expenses for rent and maintenance of facilities, insurance and supplies;
- costs related to regulatory compliance; and
- the cost of annual license fees.

We have not historically tracked internal research and development expenses by program, with the exception of third-party research projects until a product candidate reaches the clinical stage of development. Our internal resources, employees and infrastructure are not directly tied to any one research project or product candidate and are typically deployed across multiple programs. As such, we do not maintain information regarding these costs incurred for these early-stage research and product candidate discovery programs on a project-specific basis. We do not allocate internal research and development costs which include personnel, facility costs, laboratory consumables

and discovery and research related activities associated with our pipeline because these costs are deployed across multiple programs and our platform, and, as such, are not separately classified.

Our direct external development expenses are tracked on a clinical program-by-clinical program basis and consist primarily of third-party contract costs relating to manufacturing, clinical trial activities, translational medicine and toxicology activities

Research and development expenses consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2026 (unaudited)	2025 (unaudited)	2026 (unaudited)	2025 (unaudited)
Direct research and development expenses:				
Senti-202	$ 4,877	$ 6,317	$ 7,113	$ 12,514
Indirect research and development expenses and other costs:				
Personnel-related expenses, including stock-based compensation	1,699	2,176	3,514	3,920
Facilities and other	1,191	1,536	2,421	2,876
Total research and development expenses	$ 7,767	$ 10,029	$ 13,048	$ 19,310

Research and development activities are central to our business model. There are numerous factors associated with the successful commercialization of any of our product candidates, including future trial design and various regulatory requirements, many of which cannot be determined with accuracy at this time based on our stage of development. In addition, future regulatory factors beyond our control may impact our preclinical development programs. Product candidates in clinical development generally have higher development costs than those in preclinical stages of development, primarily due to the increased size and duration of clinical trials. At this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that will be necessary to complete the preclinical development of any of our product candidates. However, we expect that our research and development expenses and manufacturing costs will increase in connection with our planned preclinical and clinical development activities in the near term and in the future.

The successful development of our current and future product candidates is highly uncertain. This is due to numerous risks and uncertainties, including the following:

- negative or inconclusive results from our preclinical studies or clinical trials or the clinical trials of others for product candidates similar to ours, leading to a decision or requirement to conduct additional preclinical studies or clinical trials or abandon any or all of our programs;
- product-related side effects experienced by participants in our clinical trials or by individuals using therapeutics similar to our product candidates;
- delays in submitting IND applications or comparable foreign applications, or delays or failures to obtain the necessary approvals from regulators to commence a clinical trial, or a suspension or termination of a clinical trial once commenced;
- conditions imposed by the FDA or other regulatory authorities regarding the scope or design of our clinical trials;
- delays in enrolling research subjects in clinical trials;
- high drop-out rates of research subjects;

- inadequate supply or quality of product candidate components or materials or other supplies necessary for the conduct of our clinical trials;
- Chemistry, manufacturing and control ("CMC") challenges associated with manufacturing and scaling up biologic product candidates to ensure consistent quality, stability, purity and potency among different batches used in clinical trials;
- greater-than-anticipated clinical trial costs;
- poor potency or effectiveness of our product candidates during clinical trials;
- unfavorable FDA or other regulatory authority inspection and review of a clinical trial or manufacturing site;
- failure of our third-party contractors or investigators to comply with regulatory requirements or otherwise meet their contractual obligations in a timely manner, or at all;
- delays and changes in regulatory requirements, policies and guidelines; and
- the FDA or other regulatory authorities interpret our data differently than we do.

A change in the outcome of any of these variables may significantly impact the costs and timing associated with the development of our product candidates. We may never succeed in obtaining regulatory approval for any of our product candidates.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and employee-related costs, including stock-based compensation for personnel in executive, finance and other administrative functions. Other significant costs include legal fees relating to corporate matters, professional fees for accounting and consulting services, insurance and an allocation of facility-related costs.

General and administrative expenses consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2026** (unaudited)	**2025** (unaudited)	**2026** (unaudited)	**2025** (unaudited)
Personnel-related expenses, including stock-based compensation	$ 2,361	$ 3,184	$ 5,055	$ 5,769
External services and supplies	2,889	1,298	4,402	3,492
Facilities and other	1,023	1,597	2,580	3,233
Depreciation and amortization	466	690	935	1,391
Total	$ 6,739	$ 6,769	$ 12,972	$ 13,885

Gain on lease modification

For the six months ended June 30, 2026, gain on lease modification of $6.9 million relates to the Alameda Lease Amendment. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 5—*Operating Leases*" in this Report for details

Other Income, net

Interest Income

Interest income consists of interest earned on our cash and cash equivalents, and restricted cash held during the year.

GeneFab sublease Income - related party

GeneFab sublease income - related party represents income from our sublease agreement with GeneFab. Amounts are recorded based on our determination of collectability, and the sublease income amounts were deemed probable as of June 30, 2026.

Change in fair value of convertible notes - related party

The Company elected the fair value option under ASC 825 for the Initial Notes. Accordingly, the Initial Notes were initially recognized at fair value on May 20, 2026 and are subsequently remeasured at fair value at each reporting date, with changes in fair value recognized in the condensed consolidated statements of operations and comprehensive loss. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 11—*Fair Value Measurements*" in this Report for details.

Other income, net

Other income, net primarily consists of income from the sublease of a portion of our headquarters space to BKPBIOTECH and JLSA2 Therapeutics, partially offset by certain fees and interest assessed to GeneFab, miscellaneous tax, and other expense items.

Results of Operations

Comparison of the Three Months Ended June 30, 2026 and 2025

The following table summarizes our results of operations for the three months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		
(in thousands)	**2026**	**2025**	**Change**
Collaboration revenue - related party	$ 17	$ —	$ 17
Operating expenses:			
Research and development (including related party costs of $3,516 and $3,586 for the three months ended June 30, 2026 and June 30, 2025, respectively)	7,767	10,029	(2,262)
General and administrative	6,739	6,769	(30)
Total operating expenses	14,506	16,798	(2,292)
Loss from operations	(14,489)	(16,798)	2,309
Other income:			—
Interest income	55	270	(215)
GeneFab sublease income - related party	996	1,586	(590)
Change in fair value of convertible notes - related party	271	—	271
Other income, net	417	209	208
Total other income	1,739	2,065	(326)
Net loss	$ (12,750)	$ (14,733)	$ 1,983

Collaboration revenue - related party. For the three months ended June 30, 2026, collaboration revenue related to an option exercise period extension fee under the BlueRock Agreement with a related party and was recognized ratably over the extension period. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 13—*Related Parties*" in this Report for details.

Research and development expenses. Research and development expenses were $7.8 million and $10.0 million for the three months ended June 30, 2026 and 2025, respectively. The decrease of $2.3 million was primarily due to a decrease of $1.4 million in external services and supplies cost directly related to Senti-202, a decrease of $0.5 million in personnel-related expenses, including stock-based compensation, and a decrease of $0.3 million in facilities and other cost.

General and administrative expenses. General and administrative expenses were $6.7 million for each of the three months ended June 30, 2026 and 2025. The slight increase was primarily due to an increase of $1.6 million in external services and supplies cost, partially offset by a decrease of $0.8 million in personnel-related expenses, including stock-based compensation, a decrease of $0.6 million in facilities and other cost, and a decrease of $0.2 million in depreciation and amortization.

Interest income. Interest income was $0.1 million and $0.3 million for the three months ended June 30, 2026 and 2025, respectively. The decrease is attributed to lower average cash balances in the relevant periods.

GeneFab sublease income - related party. GeneFab sublease income - related party was $1.0 million and $1.6 million for the three months ended June 30, 2026 and 2025, respectively. The decrease was due to the Alameda Lease Amendment. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 5—*Operating Leases*" in this Report for details.

Change in fair value of convertible notes - related party. Change in fair value of convertible notes - related party was a gain of $0.3 million for the three months ended June 30, 2026, compared to no gain or loss for the corresponding period in 2025, as no convertible notes were outstanding during that period. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 11—*Fair Value Measurements*" in this Report for details.

Other income, net. Other income, net was $0.4 million and $0.2 million for the three months ended June 30, 2026 and 2025, respectively. The increase is attributed to higher income from the sublease of a portion of our headquarters space to BKPBIOTECH and JLSA2 Therapeutics in 2026.

Comparison of the Six Months Ended June 30, 2026 and 2025

The following table summarizes our results of operations for the six months ended June 30, 2026 and 2025:

(in thousands)	Six Months Ended June 30, 2026	2025	Change
Collaboration revenue - related party	$ 33	$ —	$ 33
Operating expenses:			
Research and development (including related party costs of $3,798 and $7,656 for the six months ended June 30, 2026 and June 30, 2025, respectively)	13,048	19,310	(6,262)
General and administrative	12,972	13,885	(913)
Gain on lease modification	(6,882)	—	(6,882)
Total operating expenses	19,138	33,195	(14,057)
Loss from operations	(19,105)	(33,195)	14,090
Other income:			
Interest income	156	664	(508)
GeneFab sublease income - related party	1,076	3,299	(2,223)
Change in fair value of convertible notes - related party	271	—	271
Other income, net	631	387	244
Total other income	2,134	4,350	(2,216)
Net loss	$ (16,971)	$ (28,845)	$ 11,874

Collaboration revenue - related party. For the six months ended June 30, 2026, collaboration revenue related to an option exercise period extension fee under the BlueRock Agreement with a related party and was recognized ratably over the extension period. Refer to Part I, Item 1. “Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 13—*Related Parties*” in this Report for details.

Research and development expenses. Research and development expenses were $13.0 million and $19.3 million for the six months ended June 30, 2026 and 2025 , respectively. The decrease of $6.3 million was primarily due to a decrease of $5.4 million in external services and supplies cost directly related to Senti-202, a decrease of $0.5 million in facilities and other cost, and a decrease of $0.4 million in personnel-related expenses, including stock-based compensation.

General and administrative expenses. General and administrative expenses were $13.0 million and $13.9 million for the six months ended June 30, 2026 and 2025, respectively. The decrease of $0.9 million was primarily due to a decrease of $0.7 million in personnel-related expenses, including stock-based compensation, a decrease of $0.5 million in depreciation and amortization, a decrease of $0.7 million in facilities and other cost, partially offset by an increase of $0.9 million in external services and supplies cost.

Gain on lease modification. Gain on lease modification was $6.9 million for the six months ended June 30, 2026. The gain is a one-time income due to the Alameda Lease Amendment. Refer to Part I, Item 1. “Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 5—*Operating Leases*” in this Report for details.

Interest income. Interest income was $0.2 million and $0.7 million for the six months ended June 30, 2026 and 2025, respectively. The decrease is attributed to lower average cash balances in the relevant periods.

GeneFab sublease income - related party. GeneFab sublease income - related party was $1.1 million and $3.3 million for the six months ended June 30, 2026 and 2025, respectively. The decrease was due to the Alameda Lease Amendment. Refer to Part I, Item 1. “Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 5—*Operating Leases*” in this Report for details.

Change in fair value of convertible notes - related party. Change in fair value of convertible notes, related party was a gain of $0.3 million for the six months ended June 30, 2026, compared to no gain or loss for the corresponding period in 2025, as no convertible notes were outstanding during that period.

Other income, net. Other income, net was $0.6 million and $0.4 million for the six months ended June 30, 2026, and 2025 respectively. The increase is attributed to higher income from the sublease of a portion of our headquarters space to BKPBIOTECH and JLSA2 Therapeutics in 2026.

Liquidity and Capital Resources

Sources of Liquidity

We do not have any products approved for sale and have not generated any revenue from product sales. We have incurred net losses and negative cash flows from operations since our inception and anticipate we will continue to incur net losses for the foreseeable future. As of June 30, 2026, we had $6.5 million in cash and cash equivalents, and an accumulated deficit of $375.5 million.

We will need substantial additional funding to support our continuing operations and pursue our development strategy. Until such time as we can generate significant revenue from sales of our product candidates, if ever, we expect to finance our operations through the sale of equity, debt financings or other capital sources, including potential collaborations with other companies or other strategic transactions. Adequate funding may not be available to us on acceptable terms, if at all. Should we fail to raise capital or enter into such agreements as, and when, needed, we may have to significantly delay, scale back, or discontinue the development and commercialization of our product candidates or delay our efforts to expand our product pipeline. As substantial doubt exists about our ability to continue as a going concern, we may also be required to sell or license to other parties rights to develop or commercialize our product candidates that we would prefer to retain.

From inception to June 30, 2026, we raised aggregate gross proceeds of $378.3 million through the merger in 2022, issuances of common stock, redeemable convertible preferred stock, convertible notes, collaboration arrangements, and governmental grants and loans.

On August 31, 2022, we entered into an Amended and Restated Purchase Agreement (the "A&R Purchase Agreement") with Chardan Capital Markets LLC ("Chardan"). Pursuant to the A&R Purchase Agreement, we had the right, in our sole discretion, to sell to Chardan up to the lesser of: (i) $50.0 million of shares of our common stock; and (ii) 872,704 shares of common stock at 97% of the volume weighted average price ("VWAP") of the common stock calculated in accordance with the Purchase Agreement, over a period of 36 months subject to certain limitations and conditions contained in the Purchase Agreement. Sales and timing of any sales of common stock were solely at our election, and we were under no obligation to sell any securities to Chardan under the Purchase Agreement. As consideration for Chardan's commitment to purchase shares of our common stock at our direction upon the terms and subject to the conditions set forth in the Purchase Agreement, upon execution of the Purchase Agreement, we issued 10,000 shares of our common stock to Chardan and paid a $0.4 million document preparation fee. On March 17, 2025, we terminated the A&R Purchase Agreement. Prior to termination, we issued 384,313 shares of common stock to Chardan under the A&R Purchase Agreement for aggregate net proceeds of $3.0 million.

On March 20, 2025, we entered into the 2025 ATM Agreement with Leerink Partners with respect to an at-the-market offering program under which we may offer and sell, from time to time at our sole discretion, up to a maximum aggregate offering price of $17.5 million of our common stock through Leerink Partners as our sales agent. Under the 2025 ATM Agreement, we are not obligated to sell any shares, and either party may suspend or terminate the offering of common stock upon notice to the other party and subject to certain conditions. Leerink Partners will use commercially reasonable efforts, consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market, to sell shares from time to time based upon our instructions, including any price, time or size limits specified by us. We pay Leerink Partners a commission equal to 3.0% of the gross proceeds of any shares of common stock sold, and have agreed to reimburse certain fees and disbursements and provide Leerink Partners with customary indemnification and contribution rights.

For the three and six months ended June 30, 2026, no shares were sold under the 2025 ATM Agreement. Through June 30, 2026, we sold 4,833,477 shares of common stock under the 2025 ATM Agreement at a weighted average price of $2.38 per share, resulting in gross proceeds of $11.5 million and net proceeds of $10.6 million after sales agent commissions and offering costs.

The agreement with CIRM, as described in Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 4—*Other Financial Statement information*" in this Report provided us in total a grant of $8.0 million, subject to achievement of certain operational milestones. We received an aggregate of $8.0 million from the CIRM Grant as of both June 30, 2026 and December 31, 2025. The CIRM Grant will help support the ongoing clinical development of SENTI-202.

In December 2024, we issued 21,157 shares of Series A redeemable convertible preferred stock and accompanying warrants to purchase up to 31,735,500 shares of common stock for an aggregate offering price of $47.6 million. On March 10, 2025, we converted the outstanding shares of Series A redeemable convertible preferred stock into 21,157,000 shares of common stock, at the conversion price of $2.25 per share.

On April 27, 2026, we entered into a Securities Purchase Agreement with an investor affiliated with Celadon Partners, pursuant to which Senti Holdings may issue and sell up to $40.0 million in aggregate principal amount of senior secured convertible notes, subject to specified conditions. On May 20, 2026, Senti Holdings issued the Initial Notes with an aggregate principal amount of $10.0 million and received gross cash proceeds of $10.0 million. In connection with the issuance, we paid a $0.3 million fee to the Holder and incurred $0.4 million of third-party issuance costs. The Initial Notes are senior secured obligations of Senti Holdings, are guaranteed by us and all of our direct and indirect subsidiaries, other than Senti Holdings, and are secured by all of our assets, subject to customary exceptions. The Initial Notes do not bear interest unless an event of default occurs and mature on November 23, 2026. If the Initial Notes have not previously been converted or exchanged, Senti Holdings is required at maturity to pay an amount in cash equal to 200% of the outstanding principal amount and any accrued and unpaid interest. The Initial Notes are convertible or exchangeable at an initial price of $0.6261 per share, subject to specified adjustments. See Part I, Item 1, "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited)—Note 6—Securities Purchase Agreement and the Notes" in this Report for additional information. As of the date of the filing of this Quarterly Report on Form 10-Q, there have been no Offset ATM Sales. On August 14, 2026, Senti Holdings received net cash proceeds of $3.9 million of the Additional Funding Amount from CPIF II-7 Limited and issued $4.0 million of Additional Notes pursuant to the terms of the Securities Purchase Agreement. As of the date of the filing of this Quarterly Report on Form 10-Q, Parent or an affiliate of Parent is obligated to fund and purchase an additional $2.0 million of Additional Notes in accordance with the terms of the Merger Agreement. See Part I, Item 1, "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited)—Note 16—Subsequent Events" in this Report for additional information.

Cash Flows

We derived the following summary of our condensed consolidated cash flows for the periods indicated from Part I, Item 1, "Financial Information—Condensed Consolidated Financial Statements (Unaudited)" in this Quarterly Report:

	Six Months Ended June 30,	
(in thousands)	**2026**	**2025**
Net cash provided by (used in):		
Operating activities	$ (21,730)	$ (27,123)
Investing activities	114	(184)
Financing activities	9,557	597
Net change in cash, cash equivalents and restricted cash	$ (12,059)	$ (26,710)

Operating Activities

For the six months ended June 30, 2026, net cash used in operating activities of $21.7 million was primarily due to our loss of $17.0 million with non-cash adjustments of $6.8 million for gain from lease modification, $2.4 million for stock-based compensation expense, $1.4 million for depreciation, $0.3 million for investor fee expensed upon issuance of the Initial Notes, and $0.3 million for gain on change in fair value of convertible notes - related party. Other material changes were comprised of $1.3 million increase in GeneFab prepaid expenses - related party, $2.7 million decrease in operating lease liabilities, and $1.6 million increase in GeneFab sublease deferred income - related party.

For the six months ended June 30, 2025, net cash used in operating activities of $27.1 million was primarily due to our loss of $28.8 million with non-cash adjustments of $1.8 million for depreciation and $2.7 million for stock-based compensation expense. Other material changes included a $1.9 million increase in GeneFab receivable - related party, a $1.2 million decrease in GeneFab prepaid expenses - related party, a $1.1 million decrease in operating lease right-of-use assets, a $1.2 million decrease in accrued expenses and other current liabilities, and a $2.2 million decrease in operating lease liabilities.

Investing Activities

For the six months ended June 30, 2026, cash provided by investing activities of $0.1 million relates to the sale of property and equipment.

For the six months ended June 30, 2025, net cash used in investing activities of $0.2 million was primarily due to purchases of property and equipment.

Financing Activities

For the six months ended June 30, 2026, cash provided by financing activities related to proceeds from issuance of convertible notes - related party of $9.7 million, offset by net settlement of stock awards for employee taxes of $0.1 million.

For the six months ended June 30, 2025, net cash provided by financing activities was $0.6 million, primarily due to $2.5 million received under the CIRM Grant and proceeds from issuance of common stock related to the ATM Agreement, net of commissions of $0.5 million, offset by the payment of issuance costs of $2.5 million.

Funding Requirements

We concluded that substantial doubt continued to exist and that our cash and cash equivalents of $6.5 million as of June 30, 2026, were not sufficient for us to continue as a going concern for at least one year from the issuance date of the condensed consolidated financial statements. Based on our current operating plan and existing unrestricted cash and cash equivalents, we have determined that we may not be able to maintain current operations starting as early as the fourth quarter of 2026. Additional funds will be necessary to maintain operations and to continue research and development activities. Our continued existence is dependent upon management's ability to raise capital, collect amounts owed to us under existing agreements and ultimately develop profitable operations. While management is devoting substantially all of its efforts to developing our business, raising capital and collecting amounts owed to us under existing agreements, there can be no assurance that our efforts will be successful. Moreover, no assurance can be given that management's actions will result in raising additional financing or profitable operations.

Our future capital requirements will depend on many factors, including:

- the scope, rate of progress, results and costs of drug discovery, clinical and preclinical development, laboratory testing and clinical trials for our product candidates;

- the number and development requirements of product candidates that we may pursue, and other indications for our current product candidates that we may pursue;
- the costs, timing and outcome of regulatory review of our product candidates;
- our ability to collect amounts owed to us by our sublessee, GeneFab;
- the scope and costs of any commercial manufacturing activities;
- the cost associated with commercializing any approved product candidates;
- the cost and timing of developing our ability to establish sales and marketing capabilities, if any;
- the costs of preparing, filing and prosecuting patent applications, maintaining, enforcing and protecting our intellectual property rights, defending intellectual property-related claims and obtaining licenses to third-party intellectual property;
- the timing and amount of any milestone and royalty payments we are required to make under our present or future license agreements;
- our ability to establish and maintain collaborations on favorable terms, if at all; and
- the extent to which we acquire or in-license other product candidates and technologies and associated intellectual property.

In order to improve our liquidity, management is actively pursuing additional financing. We will need to obtain substantial additional funding for continuing operations. If we are unable to raise capital when needed, or on attractive terms, we could be forced to delay, reduce or eliminate our research or drug development programs or any future commercialization efforts. Although management continues to pursue these plans, there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing operations, if at all.

Contractual Obligations and Commitments

We entered into the Alameda Lease Amendment, which reduced the leased premises and corresponding future lease payments. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 5—*Operating Leases*" in this Report for details on our lease and sublease obligations.

On May 20, 2026, Senti Holdings issued $10.0 million in aggregate principal amount of senior secured convertible notes. Unless previously converted, exchanged or otherwise redeemed, the notes mature on November 23, 2026, at which time Senti Holdings is required to pay an amount in cash equal to 200% of the outstanding principal amount and any accrued and unpaid interest. Accordingly, as of June 30, 2026, the contractual cash payment due at maturity was $20.0 million, excluding any interest or other amounts that may become payable upon an event of default. Refer to Part I, Item 1, "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited)—Note 6—Securities Purchase Agreement and the Notes" in this Report for additional information.

Pursuant to the Merger Agreement, no later than 21 days from the date of the Merger Agreement (unless Parent and the Company mutually agree in writing to a later date), Parent or an affiliate of Parent was required to fund and purchase additional Notes in accordance with the terms of the Securities Purchase Agreement, in an amount equal to $6.0 million (the "Additional Funding Amount" and the Notes purchased in connection therewith, the "Additional Notes"), minus the aggregate amount of net proceeds actually received by the Company from sales of common stock pursuant to the Company's existing at-the-market offering facility with Leerink Partners LLC following the date of the Merger Agreement ("Offset ATM Sales"). As of the date of the filing of this Quarterly Report on Form 10-Q, there have been no Offset ATM Sales. On August 14, 2026, Senti Holdings received net cash proceeds of $3.9

million of the Additional Funding Amount from CPIF II-7 Limited and issued $4.0 million of Additional Notes pursuant to the terms of the Securities Purchase Agreement. As of the date of the filing of this Quarterly Report on Form 10-Q, Parent or an affiliate of Parent is obligated to fund and purchase an additional $2.0 million of Additional Notes in accordance with the terms of the Merger Agreement. Unless previously converted, exchanged or otherwise redeemed, the Additional Notes are subject to the same maturity and repayment provisions as the Initial Note, including the requirement to repay an amount in cash equal to 200% of the outstanding principal amount of the Additional Notes and any accrued and unpaid interest at maturity.

Except as described above, there were no material changes outside of the ordinary course of business in our contractual obligations as of June 30, 2026, from those as of December 31, 2025 as reported in our Annual Report.

Off-Balance Sheet Arrangements

For the periods presented, we did not have, nor do we currently have, any off-balance sheet arrangements as defined under the rules and regulations of the SEC.

Critical Accounting Estimates

Except for the critical accounting estimate related to the fair value of our convertible notes - related party described below, for the six months ended June 30, 2026, there were no material changes to our critical accounting estimates from those disclosed in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2025.

Fair Value of Convertible Notes - Related Party

We elected the fair value option under ASC 825 for our convertible notes - related party and remeasure the notes at fair value at each reporting date. Changes in fair value are recognized in the condensed consolidated statements of operations and comprehensive loss.

We estimate the fair value of the notes using a probability-weighted expected return method that considers potential conversion, merger and liquidation scenarios. The valuation requires significant judgment regarding the probability assigned to each scenario and the estimated value of the contingent value rights expected to be issued in connection with the potential merger transaction. Certain of these inputs are not directly observable and are classified as Level 3 inputs within the fair value hierarchy.

Changes in the assumptions used in the valuation could materially affect the estimated fair value of the notes and the amount of gain or loss recognized in our condensed consolidated financial statements. For example, changes in the probabilities assigned to the conversion, merger or liquidation scenarios, the estimated value of the Company's common stock under the conversion scenario, or the estimated value of the contingent value rights under the merger scenario could result in a materially different fair value measurement. Because the scenario probabilities are interrelated and must total 100%, the effect of a change in the probability assigned to the merger scenario depends on the corresponding changes in the probabilities assigned to the conversion and liquidation scenarios.

As of June 30, 2026, the estimated fair value of the Initial Notes was $4.0 million, and we recognized a gain of $0.3 million from changes in fair value during each of the three and six months ended June 30, 2026. Refer to Note 6. *Securities Purchase Agreement and the Notes* and Note 11—*Fair Value Measurements* to our condensed consolidated financial statements for additional information.

Emerging Growth Company Status

The JOBS Act permits an emerging growth company to take advantage of an extended transition to comply with new or revised accounting standards applicable to public companies until those standards would otherwise apply to private companies. We are an "emerging growth company" as defined in Section 2(a) of the Securities Act, and have elected to not take advantage of the benefits of this extended transition period.

We expect to remain an emerging growth company until the earlier of: (1) the last day of the fiscal year (a) following the fifth anniversary of the closing of the Dynamics Initial Public Offering ("IPO") (which occurred on May 25, 2021), (b) in which we have total annual revenue of at least $1.235 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common equity that is held by non-affiliates exceeds $700 million as of the end of that fiscal year's second fiscal quarter and our net sales for the year exceed $100 million; and (2) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the preceding, rolling three-year period.

Smaller Reporting Company Status

We are a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company if (1) the market value of our common stock held by non-affiliates is less than $250 million as of the last business day of the second fiscal quarter, or (2) our annual revenues in our most recent fiscal year completed before the last business day of our second fiscal quarter are less than $100 million and the market value of our common stock held by non-affiliates is less than $700 million as of the last business day of the second fiscal quarter.

Segment Information

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker in deciding how to allocate resources and assess performance. Our CODM (Chief Executive Officer) views our operations and manages the business as a single operating segment, which is the research and development of our gene circuit platform. Refer to Part I, Item 1. "Condensed Consolidated Financial Statements (Unaudited)—Notes to Condensed Consolidated Financial Statements (Unaudited) —Note 15—*Segment Reporting*" in this Report for additional information related to operating segment. All long-lived assets are located in the United States. We do not currently generate any revenue from product sales.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "smaller reporting company," we are not required to provide this information.

Item 4. Controls and Procedures

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, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer, who serves as our principal executive officer, and our Chief Financial Officer, who serves as our principal financial officer and principal accounting officer, to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, 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) to determine whether such disclosure controls and procedures provide reasonable assurance that information to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and such information is accumulated and communicated to management, including our principal executive and principal financial officers or persons performing similar functions, as appropriate to allow timely decisions regarding disclosure. Our disclosure controls and procedures were developed through a

process in which our management applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding the control objectives. You should note that the design of any system of disclosure controls and procedures is based in part upon various assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2026, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control Over Financial Reporting

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not aware of any legal proceedings or claims that management believes will have, individually or in the aggregate, a material adverse effect on our business, financial condition, results of operations, or cash flows.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Before you decide to invest in common stock, you should consider carefully the risks in Part I, Item 1A of our fiscal year 2025 Annual Report on Form 10-K, together with the other information contained in the Annual Report, including our financial statements and the related notes appearing in this Quarterly Report. We believe the risks described below are the risks that are material to us as of the date of this Quarterly Report. Factors that could cause our actual results to differ materially from those in this Quarterly Report are any of the risks described in this Item 1A below. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. If any of the following risks actually occur, our business, results of operations and financial condition would likely be materially and adversely affected. In these circumstances, the market price of our common stock could decline, and you may lose part or all of your investment.

Below we are providing, in supplemental form, new risk factors as well as material changes to our risk factors from those previously disclosed in Part I, Item 1A of our fiscal year 2025 Annual Report on Form 10-K. Our risk factors disclosed in Part I, Item 1A of our fiscal year 2025 Annual Report on Form 10-K provide additional discussion about these supplemental risks.

Risks Related to our Notes Financing

We have entered an agreement to incur indebtedness that may decrease our business flexibility, access to capital, and/or increase our borrowing costs, which may adversely affect our operations and financial results.

In April 2026, we, together with two of our subsidiaries, entered into a securities purchase agreement (the "Securities Purchase Agreement") with one accredited investor affiliated with our largest stockholder, pursuant to which our wholly owned subsidiary, Senti Holdings, Inc. ("Senti Holdings"), agreed to issue and sell in a private placement up to $40.0 million in aggregate principal amount of its Senior Secured Convertible Notes (the "Notes"), subject to the satisfaction of certain specified closing conditions. Upon issuance, the Notes may be converted for shares of Senti Holdings common stock or, subject to stockholder approval, exchanged for shares of our common stock, in each case, initially at a price of $0.6261 per share, which is subject to customary adjustments upon the occurrence of events specified in the Notes. On May 20, 2026, Senti Holdings closed the first tranche and issued $10.0 million in aggregate principal amount of senior secured convertible notes. In addition, pursuant to the Agreement and Plan of Merger (the "Merger Agreement") with Celadon Partners SPV 35 Limited ("Parent"), Senti Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), Senti Holdings, Inc., a wholly owned subsidiary of ours ("Midco"), and Senti Biosciences, Inc., a wholly owned subsidiary of Midco ("Opco"), no later than August 4, 2026 (unless we and Parent mutually agree in writing to a later date), Parent or an affiliate of Parent was required to fund and purchase additional Notes in accordance with the terms of the Securities Purchase Agreement, in an amount equal to $6.0 million (the "Additional Funding Amount" and the Notes purchased in connection therewith, the "Additional Notes"), minus the aggregate amount of net proceeds actually received by us from sales of common stock pursuant to our existing at-the-market offering facility with Leerink Partners LLC following the date of the Merger Agreement ("Offset ATM Sales"). As of the date of the filing of this Quarterly Report on Form 10-Q, there have been no Offset ATM Sales. On August 14, 2026, Senti Holdings received net cash proceeds of $3.9 million of the Additional Funding Amount from CPIF II-7 Limited and issued $4.0 million of Additional Notes pursuant to the terms of the Securities Purchase Agreement. As of the date of the filing of this Quarterly Report on Form 10-Q, Parent or an affiliate of Parent is obligated to fund and purchase $2.0 million of Additional Notes in accordance with the terms of the Merger Agreement. There can be no assurance that the

remaining Additional Funding Amount will be funded or that any additional tranche of Notes will be issued on the timeline we expect or at all.

Our indebtedness under the Notes may:

- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes;
- limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes;
- require us to use a substantial portion of our cash flow from operations to make pay the principal of the Notes when they mature and, if required, interest on the Notes;
- limit our flexibility to plan for, or react to, changes in our business and industry;
- place us at a competitive disadvantage compared to our less leveraged competitors; and
- increase our vulnerability to the impact of adverse economic and industry conditions.

The Notes are Senti Holdings' senior, secured indebtedness and are guaranteed by us and all our direct and indirect subsidiaries (other than Senti Holdings) pursuant to a guarantee in favor of the holder of the Notes. The Notes are secured by a first priority lien, subject to certain permitted liens, in all of the current and future assets of Senti Holdings, of ours and of all direct and indirect subsidiaries of Senti Holdings, subject to certain customary exclusions. In certain circumstances, the holder of the Notes may be entitled to foreclose on the loan, and such foreclosure would be expected to result in a material, adverse effect on our business, results of operation, liquidity and prospects.

In addition, the terms of the Notes and the Securities Purchase Agreement limit our ability to raise equity capital. We may experience a material adverse affect on our business to the extent we are unable to access available equity capital due to such limitations.

Servicing our Notes may require a significant amount of cash. We may not have sufficient cash flow from our business to pay such debt, and we may not have the ability to raise the funds necessary to settle conversions of the Convertible Notes in cash or to repurchase the Convertible Notes upon a fundamental change, which could adversely affect our business and results of operations.

The Notes do not bear any interest unless an event of default has occurred. The Notes mature on November 23, 2026 (the "Maturity Date"). On the Maturity Date, if the Notes have not previously been converted or exchanged, Senti Holdings is required to pay an amount in cash equal to 200% of all outstanding principal and accrued and unpaid interest. Under certain circumstances, we may force the conversion or exchange of the Notes into shares of common stock prior to their maturity.

Our ability to make scheduled payments of the principal of, and, if applicable, to pay interest on, any Notes we may issue, depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Our business is not expected to generate cash flow from operations sufficient to service our indebtedness and make necessary capital expenditures. As a result, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to repay or refinance the Notes will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

Further, the Notes contain several customary events of default. In the case of events of default that relate to bankruptcy, we are required to redeem the Notes in cash, and in the case of other events of default, the Holders may require us to redeem their Notes in cash. The redemption price is the greater of (i) 200% of the outstanding principal amount of the Notes and (ii) the product of (x) the principal amount being redeemed and (y) the quotient obtained by dividing the greatest closing sale price of our common stock during the event of default by the lowest exchange price during such period. However, as of the date of this report we do not have and we may not have enough available cash, or be able to obtain sufficient financing, at the time we are required to redeem the Notes.

Exchange of the Notes will dilute the ownership interest of existing stockholders or may otherwise depress the price of our common stock.

The exchange of some or all of the Notes will dilute the ownership interests of stockholders as shares of our common stock are delivered upon such exchange. The Notes will be exchangeable at the option of their holders prior to their scheduled terms. Any sales in the public market of the common stock issuable upon such exchange could materially and adversely affect prevailing market prices of our common stock. In addition, the existence of the Notes may encourage short selling by market participants because the exchange of the Notes could be used to satisfy short positions, or anticipated exchange of the Notes into shares of our common stock could depress the price of our common stock.

In addition, the conversion of some or all of the Notes into shares of Senti Holdings will dilute our ownership interests in Senti Holdings, the holding entity of our operating business Senti Biosciences, Inc. In the event that the maximum amount of Notes are sold under the Securities Purchase Agreement and such Notes are subsequently converted into equity of Senti Holdings, the Note holders would own a majority of the equity of Senti Holdings.

Moreover, issuances of our common stock at a price below the conversion/exchange price then in effect would result in full-ratchet anti-dilution adjustments under the terms of the Notes. Such issuances would therefore result in additional dilution to our stockholders.

Risks Related to the Proposed Merger Transaction

The announcement and pendency of the proposed Merger and related transactions, whether or not consummated, may adversely affect our business.

On July 14, 2026, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with Celadon Partners SPV 35 Limited, an exempted company incorporated under the laws of the Cayman Islands ("Parent"), Senti Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), Senti Holdings, Inc., a Delaware corporation and wholly owned subsidiary of ours ("Midco") and Senti Biosciences, Inc., a Delaware corporation and wholly owned subsidiary of Midco ("Opco"). Subject to the terms and conditions of the Merger Agreement, Merger Sub will be merged with and into Midco (the "Merger"), with Midco continuing as the surviving corporation and a wholly owned subsidiary of Parent.

Parent is an entity affiliated with Celadon Partners SPV 24 ("Celadon"), which is our largest stockholder and a holder of more than five percent of our outstanding capital stock.

Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each outstanding share of Midco common stock (other than shares owned by Midco or a subsidiary of Midco, which shares will be cancelled) will automatically be cancelled and converted into the right to receive the Milestone Payment Amount (as defined and described below) (the "Merger Consideration"). The right to receive the Merger Consideration shall be distributed by Midco to our stockholders and holders of RSUs and, upon exercise, holders of stock options and warrants (including certain entities and individuals affiliated with Celadon who hold any such securities) in the form of contractual contingent value rights (as described below, "CVRs"). Pursuant to the Merger Agreement, our Board of Directors or the Special Committee thereof shall approve, and Midco shall effect, the issuance and distribution of one CVR with respect to each share of the Company's common stock that is issued and outstanding as of the CVR record date, which shall be a date no less than five days and no more than ten days following the date that the Merger closes.

At or prior to the Effective Time, Midco will execute and deliver the Contingent Value Rights Agreement in the form attached as Exhibit A to the Merger Agreement (the "CVR Agreement").

The announcement and pendency of the proposed Merger and the other transactions contemplated by the Merger Agreement (the "Subject Transactions"), whether or not consummated, may adversely affect the trading price of our common stock, our business or our relationships with third parties, such as contract manufacturing organizations, suppliers and employees. In addition, pending the completion of the Subject Transactions, we may be unable to attract and retain key personnel and the focus and attention of our management and employee resources may be diverted from operational matters during the pendency of the Subject Transactions.

We cannot be sure if or when the Subject Transactions will be completed.

The closing of the Subject Transactions is subject to the satisfaction or waiver of various conditions, including the adoption of the Merger Agreement at a duly called meeting by (a) the holders of a majority of the outstanding shares of our common stock entitled to vote on the Merger Agreement at the Company stockholders meeting (the "Stockholder Approval") and (b) holders of a majority of the votes cast by holders of shares of our common stock, other than shares beneficially owned, directly or indirectly, by Parent, Merger Sub or any of their respective affiliates, or with respect to which any of the foregoing has, directly or indirectly, the right to direct the voting thereof, that are present in person or represented by proxy and entitled to vote on the adoption of the Merger Agreement at the Company stockholders meeting, which we refer to as the Majority of the Minority Approval. The closing conditions set forth in the Merger Agreement may not be satisfied. For example, we entered into a Voting Agreement with all of our executive officers, certain of our directors and Celadon, our largest stockholder, in each case, whereby the parties agreed to vote in favor of the adoption and approval of the Merger and other transactions contemplated by the Merger Agreement. However, the vote by the parties to the Voting Agreement is not expected to satisfy the Majority of the Minority Approval requirement and we can provide no assurance that the Majority of the Minority Approval will be obtained. If we are unable to satisfy the closing conditions in Parent's favor or if other mutual closing conditions are not satisfied, Parent will not be obligated to consummate the Subject Transactions. In the event that the Subject Transactions are not completed, the announcement of the termination of the Merger Agreement may adversely affect the trading price of our common stock, our business and operations or our relationships with third parties, such as contract manufacturing organizations, suppliers and employees. Any delay in completing the Subject Transactions may significantly reduce the benefits that the Company expects to achieve if it successfully completes the Subject Transactions within the expected timeframe.

In addition, if the Subject Transactions are not completed, our Board of Directors, or the Board (or the Special Committee thereof, or the Special Committee), in discharging its fiduciary obligations to our stockholders, may evaluate other strategic alternatives that may be available, which alternatives may not be as favorable to the Company and our stockholders as the Subject Transactions. Moreover, we may be unable to find another potential buyer or to raise capital from another source on a timely basis, which could result in our inability to continue our business and the liquidation and winding down of the Company and its business.

The Merger Agreement limits our ability to pursue alternatives to the Subject Transactions.

The Merger Agreement restricts our ability to solicit, initiate or engage in discussions or negotiations with a third party (including by furnishing non-public information) regarding competing transactions and our ability to change or withdraw our recommendation, which means the following recommendation: our Board (i) determining that the Merger Agreement, the CVR Agreement and the transactions contemplated thereby are fair to, and in the best interests of, the Company and its stockholders, (ii) approving and declaring advisable the Merger Agreement and the transactions contemplated thereby, in each case on the terms and subject to the conditions set forth in the Merger Agreement, (iii) authorizing and approving the execution, delivery and performance by the Company of the Merger Agreement and the consummation by us of the transactions contemplated by the Merger Agreement, and (iv) recommending that the holders of shares of our common stock adopt the Merger Agreement and directing that the Merger Agreement be submitted to our stockholders at the meeting of stockholders for adoption. As a result of these provisions, it is more difficult for us to engage in another type of acquisition transaction with a party other than Parent, even if that party were prepared to pay consideration with a higher value than the consideration to be paid by

Parent. These provisions could also discourage a third party that might have an interest in acquiring all of, or substantially all of, our assets or our common stock from considering or proposing such an acquisition.

Our stockholders cannot be assured that they will receive any cash proceeds as a result of the Subject Transactions.

The Merger Consideration consists solely of the right to receive the cash payments contemplated by the CVR, each of which are contingent upon achievement of specified milestones (the "Milestones" and each such cash payment, the "Milestone Payment Amounts"), which right shall be subsequently distributed to our stockholders in the form of CVRs. Pursuant to the CVR Agreement, cash will be paid with respect to these CVRs only to the extent that the milestones specified by the CVR Agreement are achieved before the relevant milestone expiration date. The CVRs may not be sold, assigned, transferred, pledged, encumbered or in any other manner disposed of except under certain limited circumstances. Pursuant to the Merger Agreement, Parent has agreed to use, and cause its affiliates and licensees to use, diligent efforts (as defined in the Merger Agreement) to achieve each milestone, and neither Parent nor any of its affiliates or its (or their) licensees shall take any action, or fail to take any action, whose primary purpose is to avoid the achievement of any milestone or the payment of any Milestone Payment Amount. Even assuming Parent's compliance with this obligation, we cannot guarantee that any Milestone will be achieved before the Milestone Expiration Date because the achievement of each Milestone is not solely within the control of either us or Parent. As a result, our stockholders may not receive any cash as a result of the Subject Transactions.

We have incurred and expect to continue to incur significant expenses in connection with the Subject Transactions, regardless of whether the Subject Transactions are consummated.

We have incurred and expect to continue to incur significant expenses related to the Subject Transactions. These expenses include, but are not limited to, financial advisory and opinion fees and expenses, legal fees, accounting fees and expenses, certain employee expenses, filing fees, printing expenses and other related fees and expenses. Many of these expenses will be payable by us regardless of whether the Subject Transactions are consummated.

The opinion obtained by the Special Committee from its financial advisor does not and will not reflect changes in circumstances subsequent to the date of such opinion.

On June 16, 2026, Lincoln International LLC, or Lincoln, rendered its oral opinion to the Special Committee (which was subsequently confirmed in writing by delivery of Lincoln's written opinion addressed to the Special Committee dated the same date) as to, as of June 16, 2026, the fairness, from a financial point of view, to our stockholders (other than Parent and its affiliates as well as Merger Sub) of the Merger Consideration to be received by our stockholders pursuant to the Merger Agreement.

Although we believe there have been no material changes in the matters and conditions considered by Lincoln in rendering its fairness opinion and no material changes are anticipated to occur prior to the Annual Meeting, changes in the operations and prospects of the Company, general market and economic conditions and other factors that may be beyond our control, and on which the opinion was based, may alter the value of assets by the time the Subject Transactions are completed, if ever. The opinion rendered by Lincoln does not speak to the time when the Subject Transactions will be completed, if ever.

Our directors and executive officers have certain interests in the Merger that may be different from, or in addition to, the interests of our stockholders generally.

Our directors and executive officers have certain interests in the Merger that may be different from, or in addition to, the interests of our stockholders generally. Our directors and executive officers collectively hold stock options and restricted stock unit awards, and pursuant to the Merger Agreement, the vesting of such equity awards will be accelerated. In addition, pursuant to existing agreements and plans, our executive officers may continue to be employed by Opco and are eligible for certain severance benefits. Our executive officers and directors are also entitled to certain indemnification benefits pursuant to the Merger Agreement. The Company intends to include

more information regarding such interests in the preliminary proxy statement and the definitive proxy statement, in each case, to be filed with the SEC on Schedule 14A.

Under certain circumstances we may be required to settle the value of the common stock warrants issued in connection with our December 2024 financing in cash.

If, at any time while the common stock warrants issued in connection with our December 2024 financing are outstanding, we consummate a "Fundamental Transaction" (as defined in the warrants), which includes, but is not limited to, the Subject Transactions, a sale of substantially all of our assets, a merger, purchase offer, tender offer or exchange offer, a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or other scheme of arrangement), then each registered holder of an outstanding common stock warrant as at any time concurrently with, or within 30 days after, the consummation of the Fundamental Transaction, may elect and require us to purchase the common stock warrants held by such person immediately prior to the consummation of such Fundamental Transaction by making a cash payment in an amount equal to the Black Scholes Value of the remaining unexercised portion of such registered holder's common stock warrants as of the closing of such Fundamental Transaction. If this right is exercised, our cash resources may be exhausted more quickly than we expect, and we may run out of cash before we are able to secure additional financing.

Risks Related to Ownership of Our Common Stock

If we fail to comply with the continued listing requirements of The Nasdaq Capital Market, our common stock may be delisted, and the price of our common stock and our ability to access the capital markets could be negatively impacted.

Our common stock is currently listed on The Nasdaq Capital Market. We must satisfy Nasdaq's continued listing requirements, including, among other things, a minimum closing bid price of $1.00 per share and satisfaction of one of the following standards under Nasdaq Listing Rule 5550(b): (i) a minimum stockholders' equity of $2,500,000; (ii) a minimum market value of listed securities of at least $35,000,000; or (iii) net income from continuing operations of $500,000 in the most recently completed fiscal year or in two of the last three most recently completed fiscal years.

In addition, effective January 2026, Nasdaq amended its minimum bid requirements to provide that if a company's common stock trades at or below $0.10 for ten consecutive trading days, Nasdaq will immediately issue a delisting determination and the company's common stock will be suspended from trading immediately. Unlike typical delisting determinations, a company's request for a hearings panel review will not automatically stay the trading suspension.

Nasdaq listing rules also provide that if a company conducts a reverse split and then falls below the $1.00 minimum bid within one year, it may no longer receive a new compliance period and can be subject to immediate delisting.

In 2024, we experienced a bid price deficiency and regained compliance by way of a reverse stock split. Although we have not received a bid price deficiency notice from Nasdaq since, the closing bid price of our common stock has been below $1.00 since July 13, 2026 through the date of the filing of this Quarterly Report on Form 10-Q.

Failure to satisfy any of these standards could result in delisting, which would have a material adverse effect on our business. There are many factors that may adversely affect our ability to comply with the requirements for continued listing on The Nasdaq Capital Market, including those described throughout this "Risk Factors" section. Many of these factors are outside of our control. As a result, we cannot assure you that we will continue to comply with the requirements for continued listing on The Nasdaq Capital Market, including the minimum stockholders' equity requirement.

A delisting of our common stock from Nasdaq could materially reduce the liquidity of our common stock and result in a corresponding material reduction in the price of our common stock. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors and employees and fewer business development opportunities. In addition, any potential delisting of our common stock from Nasdaq would also make it more difficult for our stockholders to sell their shares in the public market.

As of the date of the filing of this Quarterly Report on Form 10-Q, our stockholders' equity has fallen below $2.5 million. In addition, as of the date of the filing of this Quarterly Report on Form 10-Q, the market value of our listed securities has been below Nasdaq's requirement of $35 million for a period of 30 consecutive business days. As a result, we expect to receive a deficiency letter from Nasdaq notifying us that we are not in compliance with Nasdaq Listing Rule 5550(b). Upon receipt of such notice, we may have 45 calendar days to submit a plan of compliance to Nasdaq. If our plan of compliance is approved, we would have up to 180 calendar days to regain compliance with the applicable listing standards. If we do not regain compliance within such 180-day period, we may be eligible for an additional 180-day compliance period, subject to certain conditions, or we may request a hearing before a Nasdaq Hearings Panel. There can be no assurance that we will be able to regain compliance with Nasdaq's continued listing requirements within the applicable compliance period, or at all. If we are unable to regain compliance in a timely manner, our common stock may be delisted from The Nasdaq Capital Market, which could negatively impact the price of our common stock and our ability to access the capital markets.

Celadon Partners, LLC, together with its affiliates, would become our controlling stockholder upon exchange of the Initial Notes for shares of our common stock, and this stockholder's interests may not be the same as those of our other stockholders.

Based on the Schedule 13D/A filed by Celadon Partners, LLC, Celadon Partners SPV 24, CPIF II-7 Limited and Parent (whom we collectively refer to as Celadon) with the SEC on July 16, 2026, or the Celadon 13D/A, assuming the Issuance Approval and the immediate exchange of the Initial Notes held by Celadon for our common stock, Celadon would beneficially own approximately 54.6% of our common stock and would become our controlling stockholder.

In addition, pursuant to the Securities Purchase Agreement, although we are not obligated to issue or sell any additional Notes beyond the Initial Notes other than the Additional Notes that Parent is required to purchase pursuant to the Merger Agreement, we may choose to sell up to a total of $30.0 million in aggregate principal amount of additional Notes, including the Additional Notes, pursuant to the Securities Purchase Agreement. Assuming that we sell the full $6.0 million of Additional Notes or $30.0 million in aggregate principal amount of such additional Notes to Celadon, the Issuance Approval is obtained and Celadon immediately exchanges all of its Notes for shares of our common stock, Celadon would beneficially own 62.3% or 77.5% of the Company's common stock, respectively. In addition, pursuant to the terms of the Notes, if the Merger closes, we have the right to force the exchange of all outstanding Notes for shares of our common stock.

As a result, if the Issuance Approval is approved and Celadon exchanges its Notes for our common stock, Celadon would strongly influence or control the vote of all matters submitted to our stockholders, including any future transaction requiring approval of our stockholders, including mergers, consolidations, dissolutions or sales of assets. These transactions may benefit Celadon at the expense of our other stockholders or may disproportionately benefit Celadon compared to our other stockholders.

The exchange of the Notes for our common stock could result in substantial dilution to our existing shareholders and could cause our stock price to decline.

If the Notes are exchanged for our common stock, such shares of our common stock will be significantly dilutive and may cause a decline in the market price of our common stock.

As of June 30, 2026, the net tangible book value of our Common Stock was approximately $(16.6) million, or $(0.53) per share of common stock based on 31,144,754 shares of our common stock issued and outstanding. Net

tangible book value per share as of a particular date represents our total tangible assets less total liabilities, divided by the number of shares of outstanding Common Stock.

After giving effect to the issuance of 15,971,890 shares of our common stock upon the potential exchange of the Initial Notes (which amount assumes the Issuance Approval is approved and Celadon exchanges its full amount of Initial Notes for our common stock) at an assumed price of $0.6261 per share, the pro forma net tangible book value as of June 30, 2026 would have been approximately $(7.2) million or $(0.15) per share. This represents an immediate increase in the net tangible book value of $0.38 per share to existing stockholders.

Assuming Celadon purchases all the additional Notes having an aggregate principal amount of $30.0 million, and exchanges its Notes for 47,916,669 shares of our common stock (which amount assumes the Issuance Approval is approved and Celadon exchanges its full amount of its Notes for our common stock) at an assumed price of $0.6261 per share, the pro forma net tangible book value as of June 30, 2026 would have been approximately $21.7 million or $0.23 per share. This represents an immediate increase in the net tangible book value of $0.38 per share to existing stockholders.

Risks Related to Our Future Operations

Following the Merger, we will not have any clinical product candidates and will instead have only two early-stage programs, which may negatively impact the value of our common stock.

If the Merger is completed, we will no longer be developing SENTI-202 or any of our other programs, other than (i) our program seeking a treatment for Rett Syndrome, or the Rett Syndrome program utilizing the Company's Regulator Dial technology and (ii) our platform of Regulator Dial-enabled armored tumor-infiltrating lymphocyte, or TIL, therapies designed to address key limitations associated with current TIL approaches, or the TIL program. Following closing, we plan to continue advancing our Rett Syndrome and TIL programs with the goal of returning additional value to our stockholders. Notwithstanding this present expectation, our Board may use our resources for other purposes for the benefit of the Company and our stockholders, and in connection therewith may find it necessary or advisable to use our resources for different or presently non-contemplated purposes.

Our Rett Syndrome and TIL programs are each in an early stage of development, and there can be no assurance that either program will yield a clinical product candidate that will receive FDA approval in the future or that it will attract interest from third-party collaborators. Therefore, the value of our common stock after the Merger may be materially and adversely affected by the fact that our Rett Syndrome and TIL programs are expected to be our only programs following the Merger.

Our ability to successfully operate our business following the Merger will depend on our ability to obtain substantial capital, and such capital may not be available on acceptable terms, or at all.

The successful operation of our business following the Merger will require substantial capital. Our cash resources following the Merger will not be sufficient to fund our strategy, operations or liquidity needs beyond several months without raising additional debt or equity financing during the initial period after the Merger is consummated. We expect to continue to incur significant cash needs, including for personnel costs, public company costs, professional fees, transaction expenses, working capital, debt service and the costs of advancing our Rett Syndrome and TIL programs. Our cash resources may be exhausted more quickly than we expect, and we may run out of cash before we are able to secure additional financing.

Capital markets conditions, trading volatility in our common stock, our financial condition, investor sentiment regarding our Rett Syndrome and TIL programs and other factors may make it difficult or impossible for us to obtain additional capital on terms that are acceptable to us, or at all. If financing is unavailable or available only on unfavorable terms, we may be forced to curtail operations, issue additional equity that is highly dilutive, incur restrictive indebtedness, drastically reduce expenses, cease operations, declare bankruptcy, or pursue other strategic alternatives, which could include acquisition alternatives. If we are unable to raise capital when needed, we may run out of cash. Any of these outcomes could materially adversely affect our business and stockholders.

Our ability to maintain the listing of our common stock on Nasdaq following the Merger is highly uncertain, and if we are unable to satisfy Nasdaq's continued listing requirements, our common stock could be delisted.

Following the Merger, our business, operations, financial condition, market capitalization, stockholders' equity and trading characteristics will change materially. As a result, we may have difficulty continuing to satisfy Nasdaq's continued listing standards, including standards relating to minimum stockholders' equity, market value, bid price, publicly held shares, round-lot holders, corporate governance and other qualitative and quantitative requirements. In addition, after the Merger, investors may view us as an operating company with limited assets or operations pending implementation of our new business plan, which could adversely affect trading in our common stock and our ability to satisfy applicable listing standards. This risk may be heightened because, after the Merger, we will be viewed as a company with limited operating history, extremely limited capital and uncertain prospects. If Nasdaq determines that we no longer meet one or more of its continued listing requirements, our common stock could be delisted. A delisting would likely adversely affect the liquidity and market price of our common stock, reduce our access to the capital markets, impair our ability to raise additional financing, decrease analyst coverage and investor interest, and make it more difficult for stockholders to sell their common stock. Any such consequences could materially and adversely affect the value of an investment in our common stock.

Public company costs may consume a disproportionate amount of our remaining resources.

Following the Merger, we expect to continue to incur substantial costs associated with being a public company, including costs relating to SEC reporting, Nasdaq compliance, legal and accounting services, audit requirements, internal controls, investor relations, directors' and officers' insurance, corporate governance, stockholder communications and other administrative and compliance functions. If our continuing operating business remains limited, these costs may represent a disproportionate burden on our liquidity and financial resources. As a result, a significant portion of our available capital may be consumed by public company obligations rather than by investment in the advancement of our Rett Syndrome and TIL programs. If public company costs are greater than expected, or if our remaining resources are less than expected, our ability to execute our strategy, remain listed on Nasdaq, maintain operations and create stockholder value could be materially adversely affected.

We may be subject to securities litigation, which is expensive and could divert our attention.

We may be subject to securities litigation in connection with the Subject Transactions, including possible regulatory action or class action lawsuits. Litigation is frequently initiated in connection with merger and acquisition transactions, particularly those involving insiders. Regulatory inquiries and litigation are complex and could result in substantial costs, divert our management's attention and resources, and harm our business, financial condition and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Director and Executive Officer Trading Arrangements

During the three months ended June 30, 2026, none of our directors or officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K).

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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	Description	Incorporated by Reference			
		Schedule/Form	File No.	Exhibit	Filing Date
10.1	Amended and Restated Certificate of Incorporation of Senti Biosciences Holdings, Inc.	8-K	001-40440	3.1	April 24, 2026
10.2	Amended and Restated Bylaws of Senti Biosciences Holdings, Inc.	8-K	001-40440	3.2	April 24, 2026
10.3	Amended and Restated Designation Agreement, dated as of April 24, 2026, by and among Senti Biosciences Holdings, Inc., Senti Biosciences, Inc. and Celadon Partners SPV 24.	8-K	001-40440	10.1	April 24, 2026
10.4	Amended and Restated Designation Agreement, dated as of April 24, 2026, by and among Senti Biosciences Holdings, Inc., Senti Biosciences, Inc. and New Enterprise Associates 15, L.P.	8-K	001-40440	10.2	April 24, 2026
10.5	Assignment and Assumption Agreement, dated as of April 24, 2026, by and between Senti Biosciences, Inc. and Senti Biosciences Holdings, Inc.	8-K	001-40440	10.3	April 24, 2026
10.6	Senti Biosciences Holdings, Inc. Amended and Restated 2016 Stock Incentive Plan.	8-K	001-40440	10.4	April 24, 2026
10.7	Senti Biosciences Holdings, Inc. Amended and Restated 2022 Equity Incentive Plan.	8-K	001-40440	10.5	April 24, 2026
10.8	Senti Biosciences Holdings, Inc. Amended and Restated 2022 Inducement Plan.	8-K	001-40440	10.6	April 24, 2026
10.9	Senti Biosciences Holdings, Inc. Amended and Restated 2022 Employee Stock Purchase Plan.	8-K	001-40440	10.7	April 24, 2026
10.10	Securities Purchase Agreement, dated April 27, 2026, by and among Senti Biosciences Holdings, Inc., Senti Holdings, Inc., Senti Biosciences, Inc. and the purchaser named therein.	8-K	001-40440	10.1	May 1, 2026
10.11	Form of Senior Secured Convertible Note of Senti Holdings, Inc.	8-K	001-40440	10.2	May 1, 2026
10.12	Form of Guarantee.	8-K	001-40440	10.3	May 1, 2026
10.13	Form of Registration Rights Agreement, by and among Senti Biosciences Holdings, Inc., Senti Biosciences, Inc. and any investor to be named therein.	8-K	001-40440	10.4	May 1, 2026
10.14	Form of Voting Agreement by and among Senti Biosciences Holdings, Inc., Senti Biosciences, Inc. and the stockholders to be party thereto.	8-K	001-40440	10.5	May 1, 2026
31.1*	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				

Exhibit Number	Description	Incorporated by Reference			
		Schedule/Form	File No.	Exhibit	Filing Date
31.2*	Certification of Principal Accounting and Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of Principal Accounting and Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
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.				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104*	The cover page for the Company's Quarterly Report on Form 10-Q has been formatted in Inline XBRL and contained in Exhibit 101.				

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* Filed herewith.

** Furnished herewith. This certification will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

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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 hereunto duly authorized on this 14th day of August, 2026.

Date: August 14, 2026

SENTI BIOSCIENCES HOLDINGS, INC.

By: /s/ Timothy Lu, M.D., Ph.D.
Name: Timothy Lu, M.D., Ph.D.
Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Jay Cross
Name: Jay Cross
Title: Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Timothy Lu, M.D., Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2026, of Senti Biosciences Holding, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer(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

   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: August 14, 2026

By: /s/ Timothy Lu, M.D., Ph.D.
Timothy Lu, M.D., Ph.D.
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jay Cross, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2026, of Senti Biosciences Holding, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer(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

   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: August 14, 2026

By: /s/ Jay Cross
Jay Cross
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Senti Biosciences Holding, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy Lu, M.D., Ph.D., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: August 14, 2026

By: /s/ Timothy Lu, M.D., Ph.D.
Timothy Lu, M.D., Ph.D.
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Senti Biosciences Holding, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jay Cross, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: August 14, 2026

By: /s/ Jay Cross
Jay Cross
Chief Financial Officer
(Principal Financial and Accounting Officer)