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

FORM 10-K

☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2025

or

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

Commission File Number 001-33957

HARVARD BIOSCIENCE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**04-3306140**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

84 October Hill Road, Holliston, Massachusetts 01746
(Address of Principal Executive Offices, including zip code)

(508) 893-8999
(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, $0.01 par value	HBIO	The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

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

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

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

The aggregate market value of shares of voting common equity held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $18.2 million based on the closing sales price of the registrant's common stock, par value $0.01 per share on that date. At March 5, 2026, there were 44,719,894 shares of the registrant's common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive Proxy Statement in connection with the 2026 Annual Meeting of Stockholders (the "Proxy Statement"), to be filed within 120 days after the end of the Registrant's fiscal year, are incorporated by reference into Part III of this Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as a part hereof.

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For the Year Ended December 31, 2025
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This Annual Report on Form 10-K contains statements that are not statements of historical fact and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). The forward-looking statements are principally, but not exclusively, contained in "Item 1: Business" and "Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, financial performance, or achievements to be materially different from any future results, financial performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about management's confidence or expectations, and our plans, objectives, expectations, and intentions that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "seek," "expects," "plans," "aim," "anticipates," "believes," "estimates," "is likely," "projects," "forecasts," "predicts," "intends," "think," "potential," "objectives," "optimistic," "strategy," "goals," "sees," "new," "guidance," "future," "continue," "drive," "growth," "long-term," "projects," "develop," "possible," "emerging," "opportunity," "pursue" and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. We discuss many of these risks in detail under the heading "Item 1A. Risk Factors" of this Annual Report on Form 10-K. Given these risks and uncertainties, you should not place undue reliance on our forward-looking statements. You should carefully review all of these factors, as well as other risks described in our public filings, and you should be aware that there may be other factors, including factors of which we are not currently aware, that could cause these differences. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. We may not update these forward-looking statements, even though our situation may change in the future, unless we have obligations under the federal securities laws to update and disclose material developments related to previously disclosed information. Harvard Bioscience, Inc. is referred to herein as "we," "our," "us," and "the Company."

PART I

Item 1. *Business.*

Overview

Harvard Bioscience, Inc., a Delaware corporation, is a leading developer, manufacturer and seller of technologies, products and services that enable fundamental advances in life science applications, including research, drug and therapy discovery, bioproduction and preclinical testing for pharmaceutical and therapy development. Our products and services are sold globally to customers ranging from renowned academic institutions and government laboratories to the world's leading pharmaceutical, biotechnology and contract research organizations ("CROs"). With operations in the United States, Europe and China, we sell through a combination of direct and distribution channels to customers around the world.

Our History and Strategy

Our business began in 1901, under the name Harvard Apparatus. It was founded by Dr. William T. Porter, a Professor of Physiology at Harvard Medical School and a pioneer of physiology education. We have grown over the years with the development and evolution of modern life science research and education. Our early inventions included ventilators based on Dr. Porter's design, the mechanical syringe pump for drug infusion in the 1950s, and the microprocessor-controlled syringe pump in the 1980s. In 1996, a group of investors acquired a majority of the then existing business of our predecessor, Harvard Apparatus, Inc. Harvard Bioscience, Inc. was incorporated in the State of Delaware in September 2000 and became the successor entity to Harvard Apparatus, Inc. by merger in November 2000. In 2018, we acquired Data Sciences International, Inc. ("DSI"), a global leader in products, services and solutions focused on preclinical testing. The DSI product portfolio, which is largely complementary to our cellular and molecular technology ("CMT") product portfolio, expanded our product portfolio to address the continuum from research and discovery to preclinical testing with principal applications in drug and therapy testing.

As the life sciences industry accelerates toward New Approach Methodologies ("NAMs"), Harvard Bioscience expects to evolve from a traditional tools provider into a leading enabler of Translational Medicine – positioned to bridge the gap between laboratory research and human clinical success. Building on its gold-standard preclinical foundation, the Company plans to align its portfolio, innovation pipeline, and operating model around four strategic pillars:

- Leading the Translational Bridge: bridging in vivo and in vitro research by leveraging the Company's strong preclinical position to facilitate the industry's transition into the organoid and 3D biology markets, improving the translational relevance of early-stage research, and offering customers an integrated solution across critical stages of discovery and development.

- New Product Introduction ("NPI") Pipeline: modernizing preclinical and translational workflows through differentiated and innovative high-margin platforms such as SoHo™ telemetry, and proprietary MeshMEA and Incub8 platforms both of which are designed for organoid and tissue recording.

- Consumables Revenue Expansion: shifting mix toward higher-margin consumables and software with a path to increasing recurring revenue from 55% of total revenues as of December 31, 2025.

- Operational Excellence and Disciplined Growth: driving consistent profitability by utilizing the preclinical business as a cash-generating foundation to fund research and development ("R&D") and inorganic bolt-on acquisitions. The Company will also focus on maintaining cost discipline and operational efficiency, supported by its recent manufacturing consolidation and the stronger balance sheet created by the December 17, 2025 debt refinancing.

In addition, we have taken steps to rationalize our product portfolio and improve our operating cost structure. These activities have included the discontinuation of certain non-strategic products, the consolidation of our global operating footprint, and the reduction of our headcount in Europe and North America.

In January 2026, the Company developed a comprehensive plan, referred to as Project Viking, for the strategic consolidation of its manufacturing operations to improve efficiency and support long-term growth. The Company expects to close its manufacturing facility in Holliston, MA and transition U.S. production to its manufacturing hub in Minneapolis, MN, and to relocate certain operations to facilities in Germany, Sweden, and the UK, aligning specific product lines with their designated center of excellence and most strategically advantageous logistical location. The Company expects the initiative to deliver approximately $3 million in cost savings in 2027, and approximately $4 million in annual cost savings beginning in 2028, while improving throughput and execution. The Company expects to incur pre-tax restructuring charges related to Project Viking in the range of approximately $3.4 to $4.4 million, including non-cash asset write-off and/or accelerated depreciation charges in the range of approximately $0.6 to $0.7 million, primarily related to the exit of production activities and manufacturing operations at the Holliston, MA manufacturing site.

Our Products

Our products, consumables, software and services enable fundamental advances in life science applications, including research, pharmaceutical and therapy discovery, bioproduction and preclinical testing.

We have organized our product line activities into two product families, Cellular and Molecular ("CMT") and Preclinical. Our CMT product family is primarily composed of products supporting research related to molecular, cellular, organ and organoid technologies. Our CMT products also have application in the emerging field of bioproduction of pharmaceuticals and therapeutics as well as *in vitro* testing of cell lines and organoids in the therapy development. The principal customers for our CMT products include academic and government laboratories, biotechnology and pharmaceutical companies, and CROs. Our Preclinical product family includes products that support the preclinical research and testing phase for drug development, and in particular testing related to data collection and analysis for safety and regulatory compliance. Preclinical products are primarily sold to pharmaceutical and biotechnology companies and CROs, as well as to larger academic laboratories.

Our solutions range from simple to complex, and generally consist of hardware/firmware and software products, augmented with consumables, options, upgrades and post-sales (scientific, installation and data) services. Sales prices of these products and services range typically from $1,000 to over $100,000.

Below is a description of each product family.

CMT Product Family

Our CMT product family includes products designed primarily to support academic research and the discovery phase of new drug development. The CMT product family includes the Harvard Apparatus, Biochrom, BTX, HEKA, KD Scientific, MCS and Warner brands. CMT products include:

- electroporation and electrofusion instruments, including the bioproduction configuration of our BTX electroporation system, which leverages our electroporation technology to bridge from therapy to production in the emerging field of bioproduction;

- amino acid analyzers which support protein analysis of buffers and solutions in clinical and bioproduction environments;

- spectrophotometers and other equipment which primarily support molecular level testing and research;

- high precision syringe and peristaltic pumps for infusion applications in research;
- precision scientific measuring instrumentation and equipment in the field of electrophysiology such as: data acquisition systems with custom amplifier configurations for cellular analysis, complete micro electrode array solutions for in vivo recordings and in vitro systems for extracellular recordings; and
- our MeshMEA™ system, which builds on our existing micro-electrode array technology to support the emerging field of organoid research, especially in the areas of cardiac and neurological research and testing.

Sales of our CMT product family made up approximately 46% and 49% of our global revenues for each of the years ended December 31, 2025 and 2024, respectively.

Preclinical Product Family

Our Preclinical product family provides a complete platform to assess physiological data from organisms for research ranging from basic research to drug discovery, and drug development services. The Preclinical product family includes the DSI, Panlab, Hugo Sachs and Buxco brands. It includes:

- implantable and externally worn telemetry systems, which are commonly used in research to collect cardiovascular, central nervous system, respiratory, and metabolic data, including our SoHo™ Small Animal Implantable Telemetry System that enables data collection in high-density group housing environments;
- behavioral products, isolated organ and surgical products, a broad range of instruments and accessories for tissue, organ-based lab research, including surgical products, infusion systems, and behavior research systems;
- turn-key respiratory system solutions encompassing plethysmograph chambers, data acquisition hardware, physiological signal analysis software, and final report generation;
- inhalation and exposure systems providing precise, homogenous aerosol delivery while integrating respiratory parameters;
- powerful GLP-capable data acquisition and analysis systems, capable of integrating third party sensors for a more comprehensive study design; and
- our VivaMars™ behavioral monitoring system, launched in 2023, which is directed to the high throughput testing needs of higher-volume industrial customers such as CROs, biotechnology and pharmaceutical companies, and government laboratories engaged in the development and testing of new therapeutics.

Sales of products in our Preclinical product family made up approximately 54% and 51% of our global revenues for each of the years ended December 31, 2025 and 2024, respectively.

Other Products

In addition to our proprietarily manufactured products, we distribute products developed by other manufacturers. Resale of such products enables us to act as a single source for our customers' research needs. They consist primarily of instruments or accessories as well as consumables used in experiments involving fluid handling, molecular and cell analysis and tissue, organ and animal research. Sales of third-party products that we distribute accounted for approximately 13% and 12% of our revenues for the years ended December 31, 2025 and 2024, respectively.

Customers

Our end-user customers are primarily pharmaceutical and biotechnology companies, universities, hospitals, government laboratories, including laboratories operated by the United States National Institutes of Health ("NIH") and the U.S. Army and CROs. Our pharmaceutical and biotechnology customers include companies and research laboratories such as Abbott, Amgen, AstraZeneca, Bayer, Glaxo Smith Kline, Johnson & Johnson, Merck, Novartis, Pfizer and Regeneron. Our academic customers include colleges and universities such as Baylor College of Medicine, Cambridge University, Harvard University, Imperial College of London, Johns Hopkins University, Stanford, the University of California system, University of Pennsylvania, University of Pittsburgh, University of Texas and Yale University. Our CRO customers include Charles River Laboratories, Labcorp and Wuxi AppTec. We have a wide range of U.S. and international customers, and no customer accounted for more than 10% of our revenues in 2025 and 2024.

Sales

We conduct direct sales and sales through distributors in the United States, China and major European markets. We engage distributors for the sales of our own branded and private label products in certain areas of the world and for certain product lines. For the year ended December 31, 2025, revenues from direct sales to end-users represented approximately 61% of our revenues; and revenues from sales of our products through distributors represented approximately 39% of our revenues.

Marketing

Our marketing activities encompass product management and marketing communications. Marketing maintains value-proposition based product roadmaps, collaborates with research and development on timing and investment for new products, develops marketing and sales strategies, supports direct and distributor sales activities, and sets the global pricing of our products. Our marketing team also maintains digital presence across the web and social media platforms, creates electronic leads and analyzes opportunities for new product portfolio extensions. Our websites and marketing collateral serve as the primary sales tool for our product lines, which includes both proprietary manufactured products and complementary products from various suppliers.

Research and Development

Our research and development activities are focused primarily on maintaining and strengthening our existing product and technology portfolio and expanding our portfolio to support new opportunities consistent with our growth strategy. We maintain development staff in many of our manufacturing facilities to design and develop new products and to re-engineer existing products to bring them to the next generation. Our research and development expenses were approximately $8.8 million and $10.4 million for the years ended December 31, 2025 and 2024, respectively. We anticipate that we will continue to make investments in research and development activities to advance our position in the industry as a provider of life science equipment, software and services. We plan to pursue a balanced development portfolio strategy of originating new products from internal research and acquiring products and technologies through business and technology acquisitions or collaborations, as appropriate.

Manufacturing

We manufacture and test the majority of our products in our principal manufacturing facilities located in the United States, Germany and Spain. We have considerable manufacturing flexibility at our various facilities, and each facility can manufacture multiple products at the same time. We maintain in-house manufacturing expertise, technologies and resources. We seek to maintain multiple suppliers for key components that are not manufactured in-house, although some of our products are dependent on sole-source suppliers. The consolidation of our ERP system, which we completed during 2024, is expected to enable operational improvements in our sales and operations planning processes and management of inventory levels and customer service. Our manufacturing operations primarily involve assembly and testing activities along with some machine-based processes. Going forward we expect the strategic consolidation of certain manufacturing operations through Project Viking to improve efficiency and support long-term growth and optimize our manufacturing footprint. See “Part I, Item 2. Properties” of this report for additional information regarding our manufacturing facilities.

Competition

The markets into which we sell our products are highly competitive, and we expect the intensity of competition to continue or increase. We compete with many companies engaged in developing and selling tools for life science research. Many of our competitors have greater financial, operational, sales and marketing resources and more experience in research and development and commercialization than we have. Moreover, our competitors may have broader product offerings and greater name recognition than we do, and many offer discounts as a competitive tactic. These competitors and other companies may have developed or in the future could develop new technologies that compete with our products, which could render our products obsolete. We cannot provide assurance that we will be able to make the enhancements to our technologies necessary to compete successfully with newly emerging technologies. While we provide a broad selection of differentiated products, we have numerous competitors across our product lines. We believe that we compete favorably with our competitors on the basis of product performance, including quality, reliability, speed, technical support, price and delivery time.

We compete with several companies that provide products for life science research including Agilent, Becton, Dickinson and Company, Bio-Rad Laboratories, Inc., Danaher Corporation, Emka Technologies, Eppendorf AG, Hitachi, Instem plc, Kent Scientific Corporation, Lonza Group Ltd., Revvity, Inc. (f/k/a PerkinElmer, Inc.), Thermo Fisher Scientific, Inc., TSE Systems and Waters Corporation.

We cannot forecast if or when these or other companies may develop competitive products. We expect that other products will compete with our products and potential products based on efficacy, safety, cost and intellectual property positions. While we believe that these will be the primary competitive factors, other factors include, in certain instances, the availability of supply, manufacturing, marketing and sales expertise and capability.

Seasonality

Sales and earnings in the third quarter of our fiscal year are usually flat or down from the second quarter, primarily because there are a large number of holidays and vacations during such quarter, especially in Europe. Our fourth quarter revenues and earnings are often the highest in any fiscal year compared to the other three quarters, primarily because many of our customers tend to spend budgeted money before their own fiscal year ends.

Intellectual Property

To establish and protect our proprietary technologies and products, we rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality provisions in our contracts. Patents or patent applications cover certain of our new technologies. Most of our product lines are protected principally by trade names and trade secrets.

We have implemented a patent strategy designed to provide us with freedom to operate and facilitate commercialization of our current and future products. Our success depends, to a significant degree, upon our ability to develop proprietary products and technologies. We intend to continue to file patent applications covering new products and technologies where it is appropriate to do so considering factors such as the likely scope of coverage, strategic value, and cost. As of December 31, 2025, we had 11 issued patents worldwide, including 8 patents issued in the United States and 3 patents issued outside of the United States. Our issued patents and any patents issuing from our pending applications are set to expire on various dates ranging from 2028 to 2044. Additionally, as of December 31, 2025, we had 5 patent applications pending, including 5 U.S. applications and no applications in ex-U.S. jurisdictions.

Patents provide some degree of protection for our intellectual property. However, the assertion of patent protection involves complex legal and factual determinations and is therefore uncertain. The scope of any of our issued patents may not be sufficiently broad to offer meaningful protection. In addition, our issued patents or patents licensed to us may be successfully challenged, invalidated, circumvented or unenforceable so that our patent rights would not create an effective competitive barrier. Moreover, the laws of some foreign countries may protect our proprietary rights to a greater or lesser extent than the laws of the United States. In addition, the laws governing patentability and the scope of patent coverage continue to evolve, particularly in areas of interest to us. As a result, there can be no assurance that patents will be issued from any of our patent applications or from applications licensed to us. As a result of these factors, our intellectual property positions bear some degree of uncertainty.

We also rely in part on trade secret protection of our intellectual property. We attempt to protect our trade secrets by entering into confidentiality agreements with third parties, employees and consultants. Our employees and consultants also sign agreements requiring that they assign to us their interests in patents and copyrights arising from their work for us. Although many of our United States employees have signed agreements not to compete unfairly with us during their employment and after termination of their employment, through the misuse of confidential information, soliciting employees, soliciting customers and the like, the enforceability of these provisions varies from jurisdiction to jurisdiction and, in some circumstances, they may not be enforceable. In addition, it is possible that these agreements may be breached or invalidated and if so, there may not be an adequate corrective remedy available. Despite the measures we have taken to protect our intellectual property, we cannot provide assurance that third parties will not independently discover or invent competing technologies or reverse engineer our trade secrets or other technologies. Therefore, the measures we are taking to protect our proprietary rights may not be adequate.

We do not believe that our products infringe on the intellectual property rights of any third party. It is possible, however, that third parties will claim such infringement by us or our licensors with respect to current or future products. Any such claims, with or without merit, could be time-consuming, result in costly litigation and diversion of management's attention and resources, cause product shipment delays or require us to enter into royalty or licensing agreements. Moreover, such royalty or licensing agreements, if required, may not be on terms advantageous to us, or acceptable at all, which could seriously harm our business or financial condition.

"Harvard" is a registered trademark of Harvard University. The marks "Harvard Apparatus" and "Harvard Bioscience" are being used pursuant to a license agreement entered into in December 2002 between us and Harvard University.

Government Regulation

We are generally not subject to direct governmental regulation other than the laws and regulations generally applicable to businesses in the domestic and foreign jurisdictions in which we operate. Other than our amino acid analyzer products, which are registered with, but otherwise exempt from United States Food and Drug Administration ("U.S. FDA") pre-clearance requirements, our current products are not subject to pre-market clearance or approval by the U.S. FDA for use on human clinical patients. In addition, we believe we are materially in compliance with all relevant environmental laws.

Human Capital

As of December 31, 2025, we employed 339 employees, including 316 full-time employees. Some of our employees in Europe have statutory collective bargaining rights. We have never experienced a general work stoppage or strike, and management believes that our relations with our employees are good. Additional information about our employees follows:

Country	Full-time	Part-time
United States	192	8
Germany	51	12
United Kingdom	29	3
Spain	19	-
China	16	-
Rest of World	9	-
Total	316	23

Function	Full-time	Part-time
Manufacturing	126	5
Sales and marketing	115	6
Research and development	37	6
General and administrative	38	6
Total	316	23

We make employment decisions without regard to age, color, national origin, citizenship status, physical or mental disability, race, religion, creed, gender, sex, sexual orientation, gender identity and/or expression, genetic information, marital status, status with regard to public assistance, veteran and military status or any other characteristic protected by federal, state or local law. We take steps to employ and advance in employment qualified protected veterans and qualified individuals with disabilities.

Geographic Area

Financial information regarding geographic areas in which we operate is provided in Notes 3 and 6 to the consolidated financial statements included in "Part IV, Item 15. Exhibits, Financial Statement Schedules" of this report.

Available Information and Website

Our website address is www.harvardbioscience.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and exhibits and amendments to those reports filed or furnished with the Securities and Exchange Commission pursuant to Section 13(a) of the Exchange Act are available for review on our website and the Securities and Exchange Commission's website at www.sec.gov. Any such materials that we file with, or furnish to, the SEC in the future will be available on our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The information on our website is not incorporated by reference into this Annual Report on Form 10-K.

Item 1A. *Risk Factors*

The following factors should be reviewed carefully, in conjunction with the other information contained in this Annual Report on Form 10-K. As previously discussed, our actual results could differ materially from the information included in our forward-looking statements. Our business faces a variety of risks. These risks include those described below and may include additional risks and uncertainties not presently known to us or that we currently deem immaterial. If any of the events or circumstances described in the following risk factors occur or develop, our business operations, financial performance and financial condition could be materially and adversely affected, and the trading price of our common stock could decline.

Risks Related to Our Industry

The life sciences industry is very competitive, and many of our competitors have greater resources than we have.

We expect to encounter increased competition from both established and development-stage companies that continually enter the market. These include companies developing and marketing life science instruments, systems and lab consumables, health care companies that manufacture laboratory-based tests and analyzers, diagnostic and pharmaceutical companies, analytical instrument companies, and companies developing life science or drug discovery technologies. Currently, our principal competition comes from established companies that provide products that perform many of the same functions for which we market our products. Many of our competitors have substantially greater financial, operational, marketing and technical resources than we do. Moreover, these competitors may offer broader product lines and tactical discounts and may have greater name recognition. In addition, we may face competition from new entrants into the field. We may not have the financial resources, technical expertise or marketing, distribution or support capabilities to compete successfully in the future. In addition, we face changing customer preferences and requirements, including increased customer demand for more environmentally friendly products.

The life sciences industry is also subject to rapid technological change and discovery. The development of new or improved products, processes or technologies by other companies may render our products or proposed products obsolete or less competitive. In some instances, our competitors may develop or market products that are more effective or commercially attractive than our current or future products. To meet the evolving needs of customers, we must continually enhance our current products and develop and introduce new products. However, we may experience difficulties that may delay or prevent the successful development, introduction and marketing of new products or product enhancements. In addition, our product lines are based on complex technologies that are subject to change as new technologies are developed and introduced in the marketplace. We may have difficulty in keeping abreast of the changes affecting each of the different markets we serve or intend to serve, and our new products may not be accepted by the marketplace or may generate lower than anticipated revenues. Our failure to develop and introduce products in a timely manner in response to changing technology, market demands, or the requirements of our customers could cause our product sales to decline, and we could experience significant losses.

We offer, and plan to continue to offer, a broad range of products and have incurred, and expect to continue to incur, substantial expenses for the development of new products and enhancements to our existing products. The speed of technological change in our market may prevent us from being able to successfully market some or all of our products for the length of time required to recover development costs. Failure to recover the development costs of one or more products or product lines could decrease our profitability or cause us to experience significant losses.

A portion of our revenues is derived from customers in the pharmaceutical and biotechnology industries and is subject to the risks faced by those industries. Such risks may materially and adversely affect our financial results.

We derive a significant portion of our revenues from pharmaceutical and biotechnology companies and CROs serving these companies. We expect that pharmaceutical and biotechnology companies and CROs will continue to be a significant source of our revenues for the foreseeable future, including in our CMT and Preclinical product families. As a result, we are subject to risks and uncertainties that affect the pharmaceutical and biotechnology industries, such as government regulation, ongoing consolidation, changing economic policies such as tariffs, the impact of technological change, and reductions and delays in research and development expenditures by companies in these industries.

In particular, the biotechnology industry is largely dependent on raising capital to fund its operations. If biotechnology companies that are our customers are unable to obtain the financing necessary to purchase our products, our business and results of operations could be materially and adversely affected. In addition, we are dependent, both directly and indirectly, upon general health care spending patterns, particularly in the research and development budgets of the pharmaceutical and biotechnology industries, as well as upon the financial condition and purchasing patterns of various governments and government agencies. As it relates to both the biotechnology and pharmaceutical industries, many companies have significant patents that have expired or are about to expire, which could result in reduced revenues for those companies. If pharmaceutical or biotechnology companies that are our customers suffer reduced revenues as a result of these patent expirations, they may be unable to purchase our products and our business and results of operations could be materially and adversely affected.

Changes in government regulations may reduce demand for our products, adversely impact our revenues, or increase our expenses.

We operate in many markets in which we and our customers must comply with federal, state, local and international regulations. We develop, configure and market our products to meet customer needs created by, and in compliance with, those regulations. These requirements include, among other things, regulations regarding manufacturing practices, product labeling, and advertising and post marketing reporting. We must incur expense and spend time and effort to ensure compliance with these complex regulations. Possible regulatory actions for non-compliance could include warning letters, fines, damages, injunctions, civil penalties, recalls, seizures of our products, and criminal prosecution. These actions could result in, among other things, substantial modifications to our business practices and operations; refunds, recalls, or seizures of our products; a total or partial shutdown of production in one or more of our facilities while we or our suppliers remedy the alleged violation; and withdrawals or suspensions of current products from the market. Any of these events could disrupt our business and have a material adverse effect on our revenues, profitability and financial condition.

Risks Related to Our Business

Reductions in customers' research budgets due to fluctuations in government funding or delays in government funding may adversely affect our business.

Many of our customers are universities, government research laboratories, private foundations and other institutions whose funding is dependent on both the level and timing of funding from government agencies such as the NIH and similar domestic and foreign agencies. These customers represent a significant portion of our revenue. The level of funding and reimbursement rates under government programs relied on by these customers is subject to the political process and is often unpredictable. For example, the NIH announced on February 7, 2025, a policy significantly reducing research grants by limiting payments for indirect overhead. Further, government proposals to reduce or eliminate budget deficits have sometimes included reduced allocations to the NIH and other government agencies that fund our customers' activities. Our revenue may be adversely affected if our customers forgo or delay purchases of our products and services as a result of uncertainties resulting from the NIH announcement or other government budget proposals, including reduced allocations to government agencies that fund our customers' activities. NIH funding may not be directed towards projects and studies that require the use of our products and services. These factors could adversely affect our business and financial results.

We have recently announced a strategic consolidation of manufacturing operations, known as Project Viking, in connection with which we have incurred and will continue to incur restructuring costs; we may not realize the expected benefits of Project Viking or any future initiatives to reduce operating expenses.

We may not realize the expected benefits from Project Viking, or from similar consolidation or restructuring initiatives that we may undertake in the future. In addition, we may incur additional restructuring costs in implementing such consolidation and restructuring plans or similar future plans, and such costs may exceed our expectations. The implementation of our restructuring efforts may not improve our operational and cost structure or result in greater efficiency for our organization and our efforts could result in harm to our business; and we may not be able to support sustainable revenue growth and profitability following such consolidations and we could potentially lose revenue as a result of our efforts.

Our business is subject to economic, political and other risks associated with international sales and operations.

We manufacture and sell our products internationally and, as a result, our business is subject to risks associated with doing business internationally. A substantial amount of our revenues is derived from international operations, and we anticipate that a significant portion of our sales will continue to come from outside the United States in the future. We anticipate that revenues from international operations will likely continue to increase as a result of our efforts to expand our business in markets abroad. In addition, a number of our manufacturing facilities and suppliers are located outside the United States.

Our foreign operations subject us to certain risks, including: effects of fluctuations in foreign currency exchange rates; the impact of local economic conditions; fluctuations or reductions in economic growth in overseas markets including Asia and Europe; product preferences and seasonality and product requirements in foreign markets; difficulties in effectively establishing and expanding our business and operations in international markets; disruptions in foreign capital markets and trading markets; restrictions and potentially negative tax implications of transfers of capital across borders; differing labor regulations; the imposition of tariffs or import or export restrictions by the United States or foreign governments; other factors beyond our control, including potential political instability, terrorism, acts of war, natural disasters and diseases, pandemics; unexpected changes and increased enforcement of regulatory requirements and various state, federal and international, intellectual property, environmental, antitrust, anti-corruption, fraud and abuse (including anti-kickback and false claims laws) and employment laws; interruption to transportation flows for delivery of parts to us and finished goods to our customers; and laws and regulations on foreign investment in the United States under the jurisdiction of the Committee on Foreign Investment in the United States, or CFIUS, and other agencies, including the Foreign Investment Risk Review Modernization Act, or FIRRMA.

A small percentage of our products are subject to export control regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") and by the Export Administration Regulations administered by the U.S. Department of Commerce's Bureau of Industry and Security ("BIS"). Based on the nature of the product, its ultimate end use and country of destination, we are sometimes subject to foreign assets control and economic sanctions regulations administered by OFAC, which restrict or prohibit our ability to transact with certain foreign countries, certain individuals and entities identified on the Treasury Department's "Denied Parties List." Under the OFAC regulations, the sale or transfer of certain equipment to a location outside the United States may require prior approval in the form of an export license issued by the BIS or the U.S. Department of State's Directorate of Defense Trade Controls. Some potential international transactions may also be restricted or prohibited based on the location, nationality or identity of the potential end user, customer or other parties to the transaction or may require prior authorization in the form of an OFAC license. These risks may be exacerbated by geopolitical tensions in various regions of the world such as China, the Asia-Pacific region and the Middle East. Any delay in obtaining required governmental approvals could affect our ability to conclude a sale or timely commence a project, and the failure to comply with all such controls could result in criminal and/or civil penalties.

Our overall success as a global business depends, in part, upon our ability to succeed in differing economic, social and political conditions. In order to continue to succeed in our international sales strategy, we must continue developing and implementing policies and strategies that are effective in each location where we do business, which could negatively affect our profitability.

Levels of inflation and interest rates could negatively impact our revenues, profitability and borrowing costs. In addition, if our costs increase and we are not able to correspondingly adjust our commercial relationships to account for this increase, our net income would be adversely affected, and the adverse impact may be material.

Sustained or increased inflation may result in decreased demand for our products, increased operating costs (including our labor costs), reduced liquidity, and limitations on our ability to access credit or otherwise raise debt and equity capital. In addition, the United States Federal Reserve has raised interest rates in response to concerns about inflation. Increases in interest rates have had, and could continue to have, a material impact on our borrowing costs. In an inflationary environment, we may be unable to raise the sales prices of our products at or above the rate at which our costs increase, which could reduce our profit margins and have a material adverse effect on our financial results and net income. We also may experience lower than expected sales if there is a decrease in spending on products in our industry in general or a negative reaction to our pricing. A reduction in our revenue would be detrimental to our profitability and financial condition and could also have an adverse impact on our future growth.

We have substantial debt and other financial obligations, and we may incur additional debt in the future. Any failure to meet the requirements of our debt agreements and other financial obligations or maintain compliance with related covenants could harm our business, financial condition and results of operations. Further, compliance with these covenants may affect our ability to respond to changes in our business or to take certain actions.

Our current credit agreement provides for term loans totaling $40.0 million (collectively, the "Credit Agreement"). As of December 31, 2025, we had outstanding borrowings of $40 million under the Credit Agreement.

Pursuant to the terms of the Credit Agreement, we are subject to various covenants, including negative covenants that restrict our ability to engage in certain transactions, which may limit our ability to respond to changing business and economic conditions. Such negative covenants include, among other things, limitations on our ability and the ability of our subsidiaries to incur debt or liens, make investments (including acquisitions), sell assets, and pay dividends on our capital stock. In addition, the Credit Agreement contains certain financial covenants, including a minimum liquidity level and adjusted EBITDA levels, each of which will be tested at the end of each fiscal quarter of the Company.

If we are not able to maintain compliance with the covenants under the Credit Agreement, or are unsuccessful in obtaining waivers or amendments for any covenant defaults in the future, in addition to other actions our lenders may require, the amounts outstanding under the Credit Agreement may become immediately due and payable. Any such requirement for an immediate payment would negatively impact our financial condition. In addition, any failure to make scheduled payments of interest and principal on our outstanding indebtedness would likely harm our ability to incur additional indebtedness on acceptable terms. Our cash flow and capital resources may be insufficient to pay interest and principal on our debt in the future. If that should occur, our capital raising or debt restructuring measures may be unsuccessful or inadequate to meet our scheduled debt service obligations, which could cause us to default on our obligations and further impair our liquidity.

Further, based upon our actual performance levels, our covenant relating to minimum liquidity level could limit our ability to incur additional debt, which could hinder our ability to execute our current business strategy.

Our ability to make scheduled payments on our debt and other financial obligations and comply with financial covenants depends on our financial and operating performance. Our financial and operating performance will continue to be subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control. Failure within any applicable grace or cure periods to make such payments, comply with the financial covenants, or any other non-financial or restrictive covenant, would create a default under our Credit Agreement.

Our management identified material weaknesses in our internal controls over financial reporting as of December 31, 2024. Although these material weaknesses have been remediated, failure to establish and maintain effective internal controls over financial reporting in the future could have a material adverse effect on our ability to report our financial condition, results of operations, or cash flows accurately and on a timely basis.

As a publicly traded company, we are subject to the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”). The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal controls over financial reporting. As part of its annual review of the effectiveness of our internal controls over financial reporting as of December 31, 2024, our management identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency or a combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The identified material weaknesses related to the design and operating effectiveness of our internal controls over (i) our order to cash cycle and (ii) our physical count of inventories. As a result of these material weaknesses, our management also concluded that our disclosure controls and procedures were not effective as of December 31, 2024.

With respect to the material weaknesses described above, we have designed and implemented specific remediation initiatives, and as a result do not have any material weaknesses as of December 31, 2025. However, in the future, we may fail to identify other material weaknesses or significant deficiencies that could impair our ability to report our financial condition and results of operations accurately or on a timely basis.

Continued or future failure to maintain effective internal control over financial reporting could result in financial statements that do not accurately reflect our financial condition or results of operations, may result in material misstatements in our financial statements and may also restrict our future access to the capital markets. Further, because of the inherent limitations in any system of controls, even effective internal control over financial reporting could fail to prevent or detect inaccuracies or misstatements.

For a discussion of our internal control over financial reporting, see “Part II, Item 9A. Controls and Procedures” of this Annual Report on Form 10-K.

Foreign currency exchange rate fluctuations may have a negative impact on our reported earnings.

We are subject to the risks of fluctuating foreign currency exchange rates, which could have an adverse effect on the sales price of our products in foreign markets, as well as the costs and expenses of our foreign subsidiaries. A substantial amount of our revenues is derived from international operations, and we anticipate that a significant portion of revenues will continue to come from outside the United States in the future. As a result, currency fluctuations among the United States dollar, British pound, euro and the other currencies in which we do business have caused and will continue to cause foreign currency translation and transaction gains and losses. We have not used forward exchange contracts to hedge our foreign currency exposures. We attempt to manage foreign currency risk through the matching of assets and liabilities. In the future, we may undertake to manage foreign currency risk through hedging methods, including foreign currency contracts. We recognize foreign currency gains or losses arising from our operations in the period incurred. We cannot guarantee that we will be successful in managing foreign currency risk or in predicting the effects of exchange rate fluctuations upon our future operating results because of the number of currencies involved, the variability of currency exposure and the potential volatility of currency exchange rates. We cannot predict with certainty any changes in foreign currency exchange rates or the degree to which we can address these risks.

Issues in the development, deployment, and use of artificial intelligence technologies in our business operations, services and products may result in reputational harm, regulatory action, or legal liability, and any failure to adapt to such technological developments or industry trends could adversely affect the competitiveness of our business.

Use of artificial intelligence ("AI") to improve our internal business operations, or in the development or provision of products or services, poses risks and challenges. The use of AI, particularly generative AI, presents opportunities as well as risks that could negatively impact our business. The development, deployment, and use of AI, including within the life sciences industry, is still in its early stages, where the use of insufficiently developed AI technologies and premature deployment practices could result in unintended outcomes that harm the business. AI technologies may be developed using inaccurate, incomplete, flawed or biased algorithms, training methodologies or data, which could result in competitive harm, regulatory penalties, legal liability, or brand or reputational harm. Further, a failure to timely and effectively use or deploy AI and integrate it into new product offerings and services could negatively impact our competitiveness, particularly ahead of evolving industry trends and evolving consumer demands. We may be unable to devote adequate financial resources to develop or acquire new AI technologies and systems in the future.

AI can pose risks from an intellectual property, confidential data leakage, data protection, and privacy perspective, as well as raise ethical concerns, compliance issues, and security risks. The input of confidential information or trade secrets into AI systems may result in the loss of intellectual property, proprietary rights, or attorney-client privilege in such information or trade secrets. The use of AI technologies for developing products or services may adversely affect or preclude the company's intellectual property rights in such products or services, or may expose the company to liability related to the infringement, misappropriation or other violation of third-party intellectual property. The use of AI technologies with personally identifiable information may also result in legal liability. Further, particularly given the nascent stage of the technology, the use of AI can lead to unintended consequences, including the generation of outputs that appear correct but are factually inaccurate, misleading, or that result in unintended biases and discriminatory outcomes, or are otherwise flawed, which could harm our reputation and business and expose us to risks related to such inaccuracies or errors in these outputs.

Moreover, AI is subject to a dynamic and rapidly evolving legal and regulatory environment, which, without appropriate review, governance and risk management, could expose the company to unforeseen legal or regulatory scrutiny and liabilities. As such, it remains uncertain how AI laws and regulations will impact our business or the associated cost or risks related to compliance therewith or with respect to embedding compliance mechanisms appropriately and effectively into our operations. The use of AI may be subject to new legal or regulatory requirements, the impact of which may be prohibitive or pose further risks from a legal or regulatory action perspective.

Failure or inadequacy of our information technology infrastructure or software could adversely affect our day-to-day operations and decision-making processes and have an adverse effect on our performance.

We depend on accurate and timely information and numerical data from key software applications to aid our day-to-day business, financial reporting and decision-making and, in many cases, proprietary and custom-designed software is necessary to operate our business. Disruption caused by the failure of these systems, the underlying equipment, or communication networks could delay or otherwise adversely impact day-to-day business and decision making, could make it impossible for us to operate critical equipment, and could have an adverse effect on our performance. Our disaster recovery plans may not fully mitigate the effect of any such disruption. Disruptions could be caused by a variety of factors, such as catastrophic events or weather, power outages, or cyber-attacks on our systems by outside parties.

Our enterprise resource planning ("ERP") systems are critical to our ability to accurately maintain books and records, record transactions, provide important information to our management and prepare our financial statements. The implementation of any IT systems, including ERP systems, has required in the past, and may continue to require investment of significant financial and human resources. In addition, we may not be able to successfully complete the implementation of the ERP systems without experiencing difficulties. Any disruptions, delays or deficiencies in the design and implementation of any information technology ("IT") system, including ERP systems, could adversely affect our ability to process orders, ship products, provide services and customer support, send invoices and track payments, fulfill contractual obligations or otherwise operate our business.

An information security incident, including a cybersecurity breach, could have a negative impact on our business or reputation.

To meet business objectives, we rely on both internal IT systems and networks, and those of third parties and their vendors, to process and store sensitive data, including confidential research, business plans, financial information, intellectual property, and personal data that may be subject to legal protection. The extensive information security and cybersecurity threats, which affect companies globally, pose a risk to the security and availability of these IT systems and networks, and the confidentiality, integrity, and availability of our sensitive data. We continually assess these threats and make investments to increase internal protection, detection, and response capabilities, as well as ensure our third-party providers have the required capabilities and controls to address this risk. We have been, and may continue to be, subject to cybersecurity risks and incidents related to our business. While we have not experienced any material impact to business or operations resulting from information or cybersecurity incidents, because of the frequently evolving tactics adopted by threat actors, along with the increased volume and sophistication of attacks by such threat actors, there is the potential for us to be materially adversely impacted in the future. This impact could result in reputational, competitive, operational or other business harm as well as financial costs and regulatory action. Additionally, the California Consumer Privacy Act of 2018 (the "CCPA"), which became effective on January 1, 2020, provides private rights of action for data breaches and requires companies that process information on California residents to make new disclosures to consumers about their data collection, use and sharing practices and allow consumers to opt out of certain data sharing with third parties. Compliance with the CCPA and other current and future applicable privacy, cybersecurity and related laws can be costly and time-consuming. Significant capital investments and other expenditures could also be required to remedy cybersecurity problems and prevent future breaches, including costs associated with additional security technologies, personnel, experts and credit monitoring services for those whose data has been breached. These costs, which could be material, could adversely impact our results of operations in the period in which they are incurred and may not meaningfully limit the success of future attempts to breach our information technology systems.

We may be unable to renew leases or enter into new leases on favorable terms or at all.

Our facilities are located in leased premises. When such leases expire, we may be unable to renew such leases or enter into new leases on favorable terms or at all. Further, a significant rise in real estate prices or real property taxes could also result in an increase in lease expenses, and thereby negatively impact the Company's results of operations and cash flow. As a result, we may incur additional costs including increased rent and other costs related to our renegotiation of lease terms for our facilities or for a new lease in a desirable location.

If we are not able to manage our growth, our operating profits may be adversely impacted.

Our success will depend on the expansion of our operations through organic growth, and we may execute acquisitions in the future to augment this growth. Effective growth management will place increased demands on our management team, operational and financial resources and expertise. To manage growth, we must optimize our operational, financial and management processes and systems, and information technology infrastructure and hire and train additional qualified personnel. While we continue to evaluate potential improvements to and consolidation of many of our processes and systems, we may not be able to implement these changes in an efficient or timely manner. Failure to manage our growth effectively, including failure to improve our systems and processes timely or efficiently, could impair our ability to generate revenues or could cause our expenses to increase more rapidly than revenues, resulting in operating losses or reduced profitability.

We may incur a variety of costs in connection with acquisitions we may seek to consummate in the future, and we may never realize the anticipated benefits of our acquisitions due in part to difficulties integrating the businesses, operations and product lines.

Our business strategy has historically included the acquisition of businesses, technologies, services or products that we believe are a strategic fit with our business. If we were to undertake future acquisitions, the process of integrating the acquired business, technology, service and/or product(s) may result in unforeseen operating difficulties and expenditures and potentially absorb significant management attention that would otherwise be available for ongoing development of our business. Moreover, we may fail to realize the anticipated benefits of an acquisition as rapidly as expected, or at all. Such transactions are inherently risky, and any such recent or future acquisitions could reduce stockholders' ownership, cause us to incur debt, expose us to future liabilities and result in amortization expenses related to intangible assets with definite lives, which may adversely impact our ability to undertake future acquisitions on substantially similar terms. We may also incur significant expenditures in anticipation of an acquisition that is never realized.

Our ability to achieve the benefits of acquisitions depends in part on the integration and leveraging of technology, operations, sales and marketing channels and personnel. Integration is a complex, time-consuming and expensive process and may disrupt our business if not completed in a timely and efficient manner. We may have difficulty successfully integrating acquired businesses, and their domestic and foreign operations or product lines, and as a result, we may not realize any of the anticipated benefits of the acquisitions we make. We cannot assure that our growth rate will equal the growth rates that have been experienced by us, and these other acquired companies, respectively, operating as separate companies in the past.

If we fail to retain key personnel and hire, train and retain qualified employees, we may not be able to compete effectively, which could result in reduced revenue or increased costs.

Our success is highly dependent on the continued services of key management, technical and scientific personnel. Our management and other employees may voluntarily terminate their employment at any time upon short notice. The loss of the services of any member of the senior management team, including the Chief Executive Officer or Chief Financial Officer or any of our managerial, technical or scientific staff, may significantly delay or prevent the achievement of product development, our growth strategies and other business objectives. Our future success will also depend on our ability to identify, recruit and retain additional qualified scientific, technical and managerial personnel. We operate in several geographic locations where labor markets are particularly competitive, including the Boston, Massachusetts and Minneapolis, Minnesota metropolitan areas, England, and Germany where demand for personnel with these skills is extremely high and is likely to remain high. As a result, competition for qualified personnel is intense, particularly in the areas of general management, finance, information technology, engineering and science, and the process of hiring suitably qualified personnel is often lengthy and expensive and may become more expensive in the future. If we are unable to hire and retain a sufficient number of qualified employees, our ability to conduct and expand our business could be seriously reduced.

Our success will depend partly on our ability to operate without infringing on or misappropriating the intellectual property rights of others.

We may be sued for infringing on the intellectual property rights of others, including the patent rights, trademarks and trade names of third parties. Intellectual property litigation is costly, and the outcome is uncertain. If we do not prevail in any intellectual property litigation, in addition to any damages we might have to pay, we could be required to stop the infringing activity or obtain a license to or design around the intellectual property in question. If we are unable to obtain a required license on acceptable terms, or are unable to design around any third-party patent, we may be unable to sell some of our products and services, which could result in reduced revenue.

Risks Related to Our Common Stock

We have received written notice from Nasdaq that we are not in compliance with Nasdaq's minimum bid price requirements, and if we are unable to regain compliance with Nasdaq continued listing standards, we could be delisted from Nasdaq, which would negatively impact our business, our ability to raise capital, and the market price and liquidity of our common stock.

The Nasdaq Stock Market LLC ("Nasdaq") Listing Rule 5450(a)(1) requires that securities listed on The Nasdaq Global Market maintain a minimum bid price of $1.00 per share (the "Minimum Bid Price Requirement"), and Nasdaq Listing Rule 5810(c)(3)(A) provides that a failure to meet the Minimum Bid Price Requirement exists if the deficiency continues for a period of thirty (30) consecutive business days.

As previously disclosed, on April 4, 2025, the Company received written notice (the "Notification Letter") from Nasdaq notifying the Company that, based on the closing bid price of the Company's common stock for the thirty (30) consecutive business days from February 21, 2025 to April 3, 2025, the Company no longer meets the Minimum Bid Price Requirement. The Notification Letter had no immediate effect on the listing of the Company's common stock on The Nasdaq Global Market. The Company was provided an initial compliance period of 180 calendar days, or until October 1, 2025, to regain compliance with the Minimum Bid Price Requirement. During the compliance period, the Company's shares of common stock continued to be listed and traded on The Nasdaq Global Market.

On October 2, 2025, we received approval from the Listing Qualifications Department of Nasdaq to transfer the listing of our common stock from The Nasdaq Global Market to The Nasdaq Capital Market (the "Approval"). Our common stock was transferred to The Nasdaq Capital Market effective as of the opening of business on October 3, 2025, and continues to trade under the symbol "HBIO." The Nasdaq Capital Market operates in substantially the same manner as The Nasdaq Global Market, and listed companies must meet certain financial requirements and comply with Nasdaq's corporate governance requirements. As a result of the Approval and transfer to The Nasdaq Capital Market, we were granted an additional 180-day grace period, or until March 30, 2026, to regain compliance with the Minimum Bid Price Requirement. At a special meeting of stockholders held on March 6, 2026, stockholders approved an amendment to the Harvard Bioscience, Inc. Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of our issued and outstanding shares of common stock. Subsequently, our board of directors approved the reverse stock split to be completed at a ratio of 1-for-10, effective March 13, 2026.

We cannot provide any guarantee that we will be able to regain or maintain compliance with Nasdaq's listing requirements in the future. If we are not able to maintain compliance, our common stock will be subject to delisting. Delisting from Nasdaq could adversely affect our ability to raise additional financing through public or private sales of equity securities, could significantly affect the ability of investors to trade our securities and could negatively affect the value and liquidity of our common stock. Delisting could also have other negative impacts, including the potential loss of confidence by our employees and customers, the loss of investor and analyst interest in the Company and in our common stock and fewer business development opportunities for the Company.

Our stock price has fluctuated and decreased significantly in the past and could experience substantial additional declines in the future.

The market price of our common stock has experienced significant fluctuations and decreased significantly, and may continue to be volatile and decline further in the future, perhaps substantially, in response to various factors including, but not limited to:

- our business performance;
- volatility of the financial markets;
- uncertainty regarding the prospects of the domestic and foreign economies; and
- technological innovations by competitors or in competing technologies.

In addition, public stock markets have experienced extreme price and trading volatility. The stock market and the Nasdaq Capital Market in general, and the biotechnology and life science tools industry and micro cap and nano cap markets in particular, have experienced significant price and volume fluctuations that at times may have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may further harm the market price of our common stock, regardless of our operating performance. In the past, securities class action litigation has often been instituted following periods of volatility in the market price of a company's securities. A securities class action suit against us could result in substantial costs, potential liabilities and the diversion of management's attention and resources.

If we raise additional funds through the sale of equity or convertible debt or other equity-linked securities, investors may experience significant dilution of their ownership interest.

We may raise additional funds through the sale of equity or convertible debt or other equity-linked securities to repay our existing indebtedness, implement our acquisition strategy, expand our operations or invest in the development of new products. If we raise additional funds through such sales, investors may experience significant dilution of their ownership interest. We may issue securities that have rights, preferences and privileges senior to our common stock. If we raise additional funds by obtaining loans from third parties, the terms of those financing arrangements may include negative covenants or other restrictions on our business that could impair our operational flexibility and would also require us to incur additional interest expense.

General Risks

We are currently operating in a period of economic uncertainty and capital markets disruption, which has been significantly impacted by geopolitical instability due to military conflicts. Our business, financial condition and results of operations may be materially adversely affected by any negative impact on the global economy and capital markets resulting from the conflict in Ukraine, the Middle East or any other geopolitical tensions.

U.S. and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions globally, including military conflicts (such as the conflict between Russia and Ukraine and the conflicts in the Middle East). Although the length and impact of these conflicts are highly unpredictable, these conflicts could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, supply chain interruptions, and additional economic and financial sanctions.

Any of the abovementioned factors could affect our business, prospects, financial condition, and operating results. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. Any such disruptions may also magnify the impact of other risks described in this Annual Report on Form 10-K.

Epidemics and pandemics have had, and in the future may have, a material adverse impact on our business.

Our operations and financial performance have been, and in the future may be, negatively impacted by public health crises, epidemics and pandemics. Such events have caused, and may in the future cause, impacts such as reductions in economic activity (including volatility in demand for our products, services, and solutions, disruptions in global supply chains, and volatility in financial markets). Additionally, we have in the past experienced, and may in the future experience, operational challenges such as workplace disruptions, restrictions on the movement of people, raw materials, and goods (both at our own facilities and at those of our customers and suppliers), global supply chain disruptions, delays or disruptions in orders and order fulfillment, and price inflation.

If we incur higher costs as a result of trade policies, treaties, government regulations or tariffs, we may become less profitable.

There continues to be uncertainty about the relationship between the United States and foreign countries, including with respect to trade policies, treaties, government regulations and tariffs. The United States has recently instituted or proposed changes in trade policies that include the negotiation or termination of trade agreements, the imposition of higher tariffs on imports into the United States, economic sanctions on individuals, corporations or countries, and other government regulations affecting trade between the United States and other countries where we conduct our business. A number of other nations have proposed or instituted similar measures directed at trade with the United States in response. As a result of these developments, there may be greater restrictions and economic disincentives on international trade that could materially and adversely affect our business.

We may be the subject of lawsuits from counterparties to acquisitions and divestitures, including an acquiring company or its stockholders, an acquired company's previous stockholders, a divested company's stockholders or our current stockholders.

We may be the subject of lawsuits from either an acquiring company or its stockholders, an acquired company's previous stockholders, a divested company's stockholders or our current stockholders. Such lawsuits could result from the actions of the acquisition or divestiture target prior to the date of the acquisition or divestiture, from the acquisition or divestiture transaction itself or from actions after the acquisition or divestiture. Defending potential lawsuits could cost us significant expense and detract management's attention from the operation of the business. Additionally, these lawsuits could result in the cancellation of or the inability to renew certain insurance coverage that would be necessary to protect our assets

Rising commodity and precious metals costs could adversely impact our profitability.

Raw material commodities, such as resins, and precious metal commodities, such as platinum, are subject to wide price variations. Increases in the costs of these commodities and the costs of energy, transportation and other necessary services may adversely affect our profit margins if we are unable to pass along any higher costs in the form of price increases or otherwise achieve cost efficiencies such as in manufacturing and distribution.

Provisions of Delaware law, or of our charter and bylaws may make a takeover more difficult, which could cause our stock price to decline.

Provisions in our certificate of incorporation and bylaws and in the Delaware corporate law may make it difficult and expensive for a third party to pursue a tender offer, change in control or takeover attempt, which is opposed by management and the board of directors. Public stockholders who might desire to participate in such a transaction may not have an opportunity to do so. We have a staggered board of directors that makes it difficult for stockholders to change the composition of the board of directors in any one year. These anti-takeover provisions could substantially impede the ability of public stockholders to change our management and board of directors. Such provisions may also limit the price that investors might be willing to pay for shares of our common stock in the future.

Item 1B. ***Unresolved Staff Comments.***

None.

Item 1C. ***Cybersecurity.***

Cybersecurity Risk Management and Strategy

We have implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program is an element of and is integrated into our overall enterprise risk management program. Our framework is informed in part by the National Institute of Standards and Technology (NIST) Cybersecurity Framework and International Organization for Standardization 27001 (ISO 27001) Framework, although we have not been audited to, and may not be in compliance with, all technical standards, specifications or requirements under the NIST or ISO 27001 frameworks. Our cybersecurity risk management program includes:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products and services, and our broader enterprise IT environment;
- a security team that is principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test, or otherwise assist with aspects of our security controls;
- cybersecurity awareness training for our employees, incident response personnel, and senior management;
- assessment of material cybersecurity risks posed by third-party service providers, including risks to employee, customer and financial information; and
- a cybersecurity incident response protocol that includes procedures for responding to cybersecurity incidents.

We have been, and expect to continue to be, subject to cybersecurity risks and incidents related to our business. To date, such risks and incidents have not materially affected our business strategy, results of operations or financial condition. For more information about the cybersecurity risks we face, see Item 1A – Risk Factors.

Cybersecurity Governance

Our Board considers cybersecurity risk as part of its enterprise risk management oversight function. This oversight includes receiving periodic reports from management, including our Vice President of IT, concerning cybersecurity related risks.

Our management team, including our Vice President of IT, is responsible for assessing and managing risks from cybersecurity threats. Our Vice President of IT has extensive information technology and program management experience, including broad experience in corporate and consulting environments across a range of organizations and industries. Where appropriate, she engages external cybersecurity consultants to assist with cybersecurity related matters. Our management team has primary responsibility for our overall cybersecurity risk management program and, under the leadership of our Vice President of IT, supervises both our internal personnel and external cybersecurity consultants. Our program includes efforts to prevent, detect, mitigate, and remediate cybersecurity risks. These efforts employ information from various sources, such as security tools deployed in our IT environment, internal personnel, external security consultants, and governmental sources.

Item 2. ***Properties.***

Our facilities incorporate manufacturing, research and development, sales and marketing, and administration functions. As of December 31, 2025, we leased the following principal facilities:

Location	Description of Facility	Approximate Square Footage	Expiration
New Brighton, Minnesota	Manufacturing facility	75,000	2030
Holliston, Massachusetts	Manufacturing facility and corporate headquarters	52,000	2029
Reutlingen, Germany	Manufacturing facility	23,000	2029
Barcelona, Spain	Manufacturing facility	16,000	2026+
March-Hugstetten, Germany	Manufacturing facility	11,000	2029

+ This lease is renewed on a month-to-month basis.

We also lease facilities in Cambridge, England; Stockholm, Sweden; Beijing, China; and Shanghai, China. As described elsewhere in this report, as part of Project Viking, the Company expects to close its manufacturing facility in Holliston, MA and transition U.S. production to its manufacturing hub in Minneapolis, MN. Certain operations are expected to be relocated to facilities in Germany, Sweden, and the UK, aligning specific product lines with their designated center of excellence and most strategically advantageous logistical location. We believe our current facilities are adequate for our needs for the foreseeable future.

Item 3. ***Legal Proceedings.***

For information related to legal proceedings, see the discussion in Note 16 to the consolidated financial statements included in “Part IV, Item 15.

Exhibits, Financial Statement Schedules” of this report, which information is incorporated by reference into this Item 3.

Item 4. ***Mine Safety Disclosures***

Not Applicable.

PART II

Item 5. ***Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Market Information

Our common stock is quoted on the Nasdaq Capital Market under the symbol “HBIO.”

Stockholders

There were 82 holders of record of our common stock as of March 5, 2026. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of our common stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies.

Dividend Policy

We have never declared or paid cash dividends on our common stock in the past and do not intend to pay cash dividends on our common stock in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements and other factors our board of directors deems relevant.

Item 6. ***[Reserved]***

Item 7. ***Management’s Discussion and Analysis of Financial Condition and Results of Operations.***

Forward-Looking Statements

The following section of this Annual Report on Form 10-K contains statements that are not statements of historical fact and are forward-looking statements within the meaning of federal securities laws. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, financial performance or achievements to be materially different from any future results, financial performance or achievements expressed or implied by the forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Factors that may cause our actual results to differ materially from those in the forward-looking statements include those factors described in “Item 1A. Risk Factors” in this Annual Report on Form 10-K. You should carefully review all of these factors, as well as the comprehensive discussion of forward-looking statements on page 1 of this Annual Report on Form 10-K.

Overview

Harvard Bioscience, Inc., a Delaware corporation, is a leading developer, manufacturer and seller of technologies, products and services that enable fundamental advances in life science applications, including research, pharmaceutical and therapy discovery, bioproduction and preclinical testing for pharmaceutical and therapy development. Our products and services are sold globally to customers ranging from renowned academic institutions and government laboratories to the world's leading pharmaceutical, biotechnology and CROs. With operations in the United States, Europe and China, we sell through a combination of direct and distribution channels to customers around the world.

As the life sciences industry accelerates toward New Approach Methodologies ("NAMs"), Harvard Bioscience expects to evolve from a traditional tools provider into a leading enabler of Translational Medicine – positioned to bridge the gap between laboratory research and human clinical success. Building on its gold-standard preclinical foundation, the Company plans to align its portfolio, innovation pipeline, and operating model around four strategic pillars:

- Leading the Translational Bridge: bridging in vivo and in vitro research by leveraging the Company's strong preclinical position to facilitate the industry's transition into the organoid and 3D biology markets, improving the translational relevance of early-stage research, and offering customers an integrated solution across critical stages of discovery and development.

- New Product Introduction ("NPI") Pipeline: modernizing preclinical and translational workflows through differentiated and innovative high-margin platforms such as SoHo™ telemetry, and proprietary MeshMEA and Incub8 platforms both of which are designed for organoid and tissue recording.

- Consumables Revenue Expansion: shifting mix toward higher-margin consumables and software with a path to increasing recurring revenue from 55% of total revenues as of December 31, 2025.

- Operational Excellence and Disciplined Growth: driving consistent profitability by utilizing preclinical business as a cash-generating foundation to fund research and development ("R&D") and inorganic bolt-on acquisitions. The Company will also focus on maintaining cost discipline and operational efficiency, supported by its recent manufacturing consolidation and the stronger balance sheet created by the December 17, 2025 debt refinancing.

In addition, we have taken steps to rationalize our product portfolio and improve our operating cost structure. These activities have included the discontinuation of certain non-strategic products, the consolidation of our global operating footprint, and the reduction of our headcount in Europe and North America.

In January 2026, the Company developed a comprehensive plan, referred to as Project Viking, for the strategic consolidation of its manufacturing operations to improve efficiency and support long-term growth. The Company expects to close its manufacturing facility in Holliston, MA and transition U.S. production to its manufacturing hub in Minneapolis, MN, and to relocate certain operations to facilities in Germany, Sweden, and the UK, aligning specific product lines with their designated center of excellence and most strategically advantageous logistical location. The Company expects the initiative to deliver approximately $3 million in cost savings in 2027, and approximately $4 million in annual cost savings beginning in 2028, while improving throughput and execution. The Company expects to incur pre-tax restructuring charges related to Project Viking in the range of approximately $3.4 to $4.4 million, including non-cash asset write-off and/or accelerated depreciation charges in the range of approximately $0.6 to $0.7 million, primarily related to the exit of production activities and manufacturing operations at the Holliston, MA manufacturing site. These amounts are estimates and are subject to future changes.

Selected Results of Operations

In the table below, we provide an overview of selected operating metrics for the year ended December 31, 2025, compared to the year ended December 31, 2024.

	Year Ended December 31,			
(dollars in thousands)	2025	% of revenue	2024	% of revenue
Revenues	$ 86,550		$ 94,135	
Gross profit	49,910	57.7%	54,766	58.2%
Sales and marketing expenses	19,216	22.2%	22,212	23.6%
General and administrative expenses	17,742	20.5%	21,493	22.8%
Research and development expenses	8,825	10.2%	10,406	11.1%
Amortization of intangible assets	4,027	4.7%	5,255	5.6%
Goodwill impairment	47,951	55.4%	-	0.0%
Other operating expenses	729	0.8%	1,611	1.7%
Interest expense	4,917	5.7%	3,536	3.8%
Loss on pension settlement	1,233	1.4%	-	0.0%
Loss on equity securities	-	0.0%	1,593	1.7%
Other expense, net	2,656	3.1%	325	0.3%
Income tax (benefit) expense	(686)	-0.8%	740	0.8%

Revenues

Revenues decreased $7.5 million, or 8.1%, to $86.6 million for the year ended December 31, 2025, compared to $94.1 million for the year ended December 31, 2024. The decrease in revenues was primarily due to softening of worldwide demand from distributors, CROs and academic medical research institutions. Changes in foreign currency exchange rates had a $1.2 million favorable effect on revenues during the year ended December 31, 2025.

Gross profit

Gross profit decreased $4.9 million, or 8.9%, to $49.9 million for the year ended December 31, 2025, compared with $54.8 million for the year ended December 31, 2024, primarily due to the decreases in revenues. Gross margin decreased to 57.7% for the year ended December 31, 2025, compared with 58.2% for the year ended December 31, 2024. Gross margin was unfavorably impacted by the under-absorption of fixed manufacturing overhead costs due to the decrease in revenues which was partially offset by a better mix of high margin products and lower labor costs.

Sales and marketing expenses

Sales and marketing expenses decreased $3.0 million, or 13.5%, to $19.2 million for the year ended December 31, 2025, compared to $22.2 million for the year ended December 31, 2024. The decrease was primarily due to a decrease in compensation costs of $1.9 million, a decrease in travel and entertainment costs of $0.4 million, and a decrease in tradeshow costs of $0.4 million, in each case as compared to the year ended December 31, 2024.

General and administrative expenses

General and administrative expenses decreased by $3.8 million, or 17.5%, to $17.7 million for the year ended December 31, 2025, compared with $21.5 million for the year ended December 31, 2024. The decrease was primarily due to a decrease in compensation costs of $1.7 million, a decrease in stock based compensation costs of $2.2 million, partially offset by increases in professional fees of $0.2 million and legal fees of $0.2 million, in each case as compared to the year ended December 31, 2024.

Research and development expenses

Research and development expenses decreased $1.6 million, or 15.2%, to $8.8 million for the year ended December 31, 2025, compared with $10.4 million for the year ended December 31, 2024. The decrease was primarily due to a decrease in compensation costs of $1.3 million and a decrease of $0.3 million in project costs and consulting fees, as compared to the year ended December 31, 2024.

Amortization of intangible assets

Amortization of intangible assets decreased $1.3 million, or 23.4%, to $4.0 million for the year ended December 31, 2025, compared with $5.3 million for the year ended December 31, 2024.

Goodwill impairment

Based on the Company's quantitative impairment analysis as of March 31, 2025, the Company determined that the carrying value of the reporting unit exceeded its fair value by $48.0 million. Accordingly, the Company recorded such amount as a goodwill impairment charge for the three months ended March 31, 2025.

Other operating expenses

Other operating expenses for the year ended December 31, 2025, were $0.7 million, including a fee of $0.5 million in connection with the receipt of employee retention tax credits and restructuring costs of $0.2 million in connection with headcount reductions. Other operating expenses for the year ended December 31, 2024, were $1.6 million, including $0.8 million in connection with headcount reductions, a fee of $0.5 million in connection with the receipt of employee retention tax credits, and $0.3 million related to settlement of an unclaimed property audit.

Interest expense

Interest expense increased $1.4 million, or 39.1%, to $4.9 million for the year ended December 31, 2025, compared with $3.5 million for the year ended December 31, 2024. The increase was primarily due to the increase in the interest rate margin pursuant to the March 2025 and August 2025 amendments to the Company's prior term loan and senior revolving credit facility.

Loss on pension settlement

For the year ended December 31, 2025, the Company used $1.4 million of plan assets to purchase non-participating annuity contracts resulting in the full settlement of the benefit obligations for one of its pension programs in the UK. As a result, the Company recorded a non-cash pension settlement charge of approximately $1.2 million, primarily consisting of unrecognized actuarial losses.

Loss on equity securities

As of December 31, 2023, we held shares of common stock of Harvard Apparatus Regenerative Technology, Inc. ("HRGN") with an estimated fair value of $3.5 million. These shares were received in connection with the settlement of indemnification obligations related to litigation which was resolved during the year ended December 31, 2022. During the year ended December 31, 2024, we sold all of our HRGN shares for $1.9 million and recorded a loss on sale of $1.6 million.

Other expense, net

Other expense, net for the year ended December 31, 2025, was $2.7 million and included costs of $1.8 million in connection with exploring alternative sources of capital that would allow the Company to refinance the outstanding indebtedness due to its former lenders, $0.6 million related to loss on foreign currency, and a $0.1 million loss on extinguishment of debt. Other expenses, net for the year ended December 31, 2024, were $0.3 million, which was primarily related to $0.2 million of loss on foreign currency.

Income tax expense

Income tax (benefit) expense for the year ended December 31, 2025, was ($0.7) million benefit compared to $0.7 million expense for the year ended December 31, 2024. The effective tax rates for the years ended December 31, 2025 and 2024, were (1.1%) and 6.3%, respectively. The lower effective tax rate during the year ended December 31, 2025, compared to the year ended December 31, 2024, was primarily attributable to goodwill impairment, an increase in the Company's GILTI inclusion, and a decrease in the change in the Company's valuation allowance. Our effective tax rates for the years ended December 31, 2025 and December 31, 2024 were different than the U.S. statutory rates primarily due to changes in valuation allowances associated with our assessment of the likelihood of the recoverability of deferred tax assets and the impact of changes to prior year tax accruals.

Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, internally generated cash flow from operations and our shelf registration statement that provides for the issuance of common stock, preferred stock, warrants and units up to an amount equal to $100 million (the "2024 Shelf Registration Statement"). Our expected cash outlays relate primarily to cash payments due under our Loan and Security Agreement (the "2025 Loan Agreement"), entered into with certain financial institutions party thereto as lenders and BroadOak Income Fund, L.P., as the administrative agent and collateral agent on December 17, 2025, as well as salaries, inventory, capital expenditures, and other operating costs. We held cash and cash equivalents of $8.6 million and $4.1 million as of December 31, 2025 and December 31, 2024, respectively. Borrowings outstanding were $40.0 million and $37.4 million as of December 31, 2025 and December 31, 2024, respectively.

Under the 2025 Loan Agreement, the Company is required to maintain certain financial covenants that are based on financial measures not presented in accordance with U.S. generally accepted accounting principles. The Company was in compliance with the minimum liquidity requirement and the minimum adjusted EBITDA requirement, each as defined in the 2025 Loan Agreement, measured on a trailing 12-month basis, of at least $6,000,000 for the fiscal quarter ending December 31, 2025.

The Coronavirus Aid, Relief, and Economic Security Act of 2020 provided an employee retention tax credit ("ERTC") that was a refundable tax credit against certain employer taxes. The Company received ERTC refunds of $3.6 million and $3.2 million during the year ended December 31, 2025 and December 31, 2024. The Company's compliance with the program's qualifications may be subject to audit until May 2029, which is when the statute of limitation expires.

As of December 31, 2024 and in the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, the anticipated maturity of the Company's Amended Credit Agreement (defined in Note 10) on December 22, 2025, together with uncertainty as to the Company's ability to comply with future covenants under the terms of the Amended Credit Agreement, raised substantial doubt about the Company's ability to continue as a going concern. On December 17, 2025, the Company entered into the 2025 Loan Agreement and completed a comprehensive refinancing of its credit facility, resulting in a new maturity date and improved covenant compliance. For additional details on the 2025 Loan Agreement and refinancing, see the discussion in Note 10 to the consolidated financial statements included in "Part IV, Item 15. Exhibits, Financial Statement Schedules" of this report. Management evaluated the Company's ability to continue as a going concern for the twelve months following the issuance of these financial statements and concluded that (1) the conditions and events that initially raised substantial doubt have been alleviated and (2) substantial doubt does not exist as of the issuance date. These financial statements are therefore prepared on a going-concern basis.

Consolidated Cash Flow Statements

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Net cash provided by operating activities	$ 6,729	$ 1,440
Net cash used in investing activities	(1,863)	(1,344)
Net cash used in financing activities	(1,291)	(131)
Effect of exchange rate changes on cash	931	(140)
Increase (decrease) in cash and cash equivalents	$ 4,506	$ (175)

Cash provided by operations was $6.7 million and $1.4 million for the years ended December 31, 2025 and 2024, respectively, an increase of $5.3 million. Cash flow from operations, adjusted for non-cash items, for the year ended December 31, 2025 was $1.1 million, compared to $1.4 million for the year ended December 31, 2024. The increase in cash provided by operations was primarily due to a decrease in inventory of $3.0 million, an increase in accounts payable and other liabilities of $2.3 million compared to a decrease of $1.8 million in the prior year, and a decrease in contract liabilities of $0.2 million compared to a decrease of $0.7 million in the prior year, partially offset by an increase in accounts receivable of $0.9 million compared to a decrease of $1.0 million in the prior year.

Cash used in investing activities was $1.9 million for the year ended December 31, 2025, and consisted of $1.3 million of capital expenditures for manufacturing and information technology infrastructure and $0.6 million of capitalized software development. Cash used in investing activities was $1.3 million for the year ended December 31, 2024, and consisted of $2.6 million of capital expenditures for manufacturing and information technology infrastructure and $0.6 million of capitalized software development, partially offset by $1.9 million in proceeds from the sale of marketable equity securities.

Cash used by financing activities was $1.3 million for the year ended December 31, 2025. During this period, the Company made total debt payments of $37.4 million, including repayment of debt outstanding of $33.7 million. Net borrowing under the new credit facility was $39.2 million and we paid debt issuance costs of $2.9 million. Additionally, we paid $0.1 million for taxes related to net share settlement of equity awards.

Cash used by financing activities was $0.1 million for the year ended December 31, 2024. During this period, debt outstanding under our credit facility increased by $0.2 million, due to net borrowings under our revolver of $8.8 million and payments of $8.6 million against the revolver and term loan. Additionally, we paid debt issuance costs of $0.2 million. We also received proceeds of $0.4 million from the exercise of stock options and employee stock purchase plan purchases and paid $0.6 million for taxes related to net share settlement of equity awards.

Impact of Foreign Currencies

Our international operations in some instances operate as a natural hedge as we sell our products in many countries and a substantial portion of our revenues, costs and expenses are denominated in foreign currencies, primarily the euro and the British pound. During the year ended December 31, 2025, changes in foreign currency exchange rates resulted in a favorable effect on revenues of $1.2 million and an unfavorable effect on expenses of $1.5 million.

During the years ended December 31, 2025 and 2024, the translation of foreign currency into U.S. dollars included as a component of comprehensive income (loss) resulted in a gain (loss) of $3.2 million and $(1.4) million, respectively. In addition, the currency exchange rate fluctuations included as a component of net loss resulted in currency losses of $(0.6) million and $(0.2) million during the years ended December 31, 2025 and 2024, respectively.

Recent Accounting Pronouncements

For information on recent accounting pronouncements impacting our business, see “Recent Accounting Pronouncements” included in Note 2 to the consolidated financial statements included in “Part IV, Item 15. Exhibits, Financial Statement Schedules” of this report.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, income taxes, litigation and other contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following is one of the more significant judgments and estimates used in the preparation of our consolidated financial statements:

Impairment of Goodwill and Other Long-Lived Assets

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment analysis for goodwill consists of a qualitative assessment potentially followed by a quantitative analysis. If we determine that the carrying value of our reporting unit exceeds its fair value, an impairment charge to goodwill is recorded for the excess. The critical judgments involved in our annual test of goodwill include an assessment of unfavorable events and a judgment of whether those events put our goodwill at risk of impairment, which if determined to be at risk would require us to perform a quantitative test. The critical judgments and estimates in our quantitative tests for goodwill and long-lived assets include selection and weighting of available valuation methods and the selection of assumptions that may be used in those methods.

During the year ended December 31, 2024, we determined that indicators of impairment were present for our goodwill and certain assets included in a long-lived asset group, including liquidity risk associated with inability to borrow under our Credit Agreement and reduced operating profits. Based on the quantitative analysis, we concluded that our goodwill and certain assets included in a long-lived asset group were not impaired due to the excess of fair value over the carrying value of these assets at December 31, 2024.

During the quarter ended March 31, 2025, the Company determined that a sustained decrease in its stock price that occurred during the three months ended March 31, 2025 indicated that the carrying values of its goodwill and other long-lived assets may not be recoverable. Additional factors that contributed to this conclusion were the Company’s recent operating results, liquidity risk and the macroeconomic conditions then impacting the life sciences industry. Based on this determination, the Company performed interim quantitative impairment tests on its goodwill and other long-lived assets as of March 31, 2025 and June 30, 2025, as well as a qualitative analysis as of September 30, 2025.

Based on the quantitative impairment analysis as of March 31, 2025, the Company determined that the carrying value of the reporting unit exceeded its fair value by $48.0 million. Accordingly, the Company recorded such amount as a goodwill impairment charge for the three months ended March 31, 2025. Based on the quantitative impairment analysis performed as of June 30, 2025 and qualitative analysis performed as of September 30, 2025, an additional impairment charge was not required during the three months ended June 30, 2025, and September 30, 2025.

The Company evaluated its goodwill for impairment as of October 1, 2025 by performing a qualitative analysis and determined that it was more likely than not that the fair value of the reporting unit exceeded the carrying value.

Income Taxes and Valuation Allowance

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Our annual tax rate is based on income, statutory tax rates, tax reserve changes and tax planning opportunities available to us in the various jurisdictions in which we operate. We regularly assess the likelihood of tax adjustments in each of the tax jurisdictions in which we have operations and account for the related financial statement implications. We have established tax reserves that we believe are appropriate given the possibility of tax adjustments. Determining the appropriate level of tax reserves requires significant judgment regarding the uncertain application of tax laws. Reserves are adjusted when information becomes available or when an event occurs indicating a change in the reserve is appropriate. Changes in tax reserves could have a material impact on our financial condition or results of operations.

Significant judgment is also required in determining the amount of deferred tax assets that will ultimately be realized and any corresponding deferred tax asset valuation allowance. When estimating the necessary valuation allowance, we consider all available evidence for each jurisdiction including historical operating results, estimates of future taxable income and the feasibility of ongoing tax planning strategies. If new information becomes available that would alter our estimate of the amount of deferred tax assets that will ultimately be realized, we adjust the valuation allowance through income tax expense. Changes in the deferred tax asset valuation allowance could have a material impact on our financial condition or results of operations.

Filer Status

The Company performed its public float calculation pursuant to the SEC's Public Float Test as of the last business day of its second fiscal quarter ended June 30, 2025. Based on this calculation, the Company concluded that its public float did not exceed the threshold to retain its filer status as an accelerated filer. As a result, the Company's filer status has changed and it is now classified as a non-accelerated filer. Accordingly, the Company will be subject to the requirements within this classification, including a non-accelerated timeline to file certain periodic reports, and it will be eligible for the scaled-down financial disclosure requirements provided to entities that meet the definition of a non-accelerated filer. This change in filer status takes effect with this Form 10-K for the fiscal year ended December 31, 2025, which is the first annual report filed for the fiscal year in which the Company lost its accelerated filer status.

Item 7A. ***Quantitative and Qualitative Disclosures about Market Risk.***

Not Applicable.

Item 8. ***Financial Statements and Supplementary Data.***

The information required by this item is contained in the financial statements referenced in “Part IV, Item 15. Exhibits, Financial Statement Schedules” of this report, which financial statements are appended to this report. An index of those financial statements is found on page F-1.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

Item 9A. ***Controls and Procedures.***

This report includes the certifications of our Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). See Exhibits 31.1 and 31.2. This Item 9A includes information concerning the controls and control evaluations referred to in those certifications.

(a) Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports 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 U.S. Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, our 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, and management was required to apply its judgment in evaluating and implementing possible controls and procedures.

We carried out an evaluation, under the supervision and with the participation of 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) as of the end of the period covered in this report. Based upon the evaluation described above, our Chief Executive Officer and Chief Financial Officer have concluded that they believe that our disclosure controls and procedures were effective as of December 31, 2025.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed by and under the supervision of our Chief Executive Officer and Chief Financial Officer and effected by our management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles, (3) provide reasonable assurance that receipts and expenditures are being made only in accordance with authorizations of management and directors, and (4) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. It is a process that involves human diligence and compliance and is therefore subject to human error and misjudgment. In general, evaluations of effectiveness for future periods are subject to risk as controls may become inadequate due to changes in conditions or the degree of compliance with key processes or procedures could deteriorate.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2025, based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that we maintained effective internal control over financial reporting as of December 31, 2025.

Previously Identified Material Weaknesses in Internal Control Over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We previously identified and disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, material weaknesses in our internal control over financial reporting. We determined that we did not design and maintain effective controls over (i) our order to cash cycle and (ii) our physical count of inventories. Specifically, we did not design and maintain effective manual controls over the processing and review of a substantial portion of our revenue transactions. Additionally, we did not design and maintain an effective cycle count program to verify quantities of inventories held at Company locations that account for a substantial portion of inventories. The timeliness, level of precision, and appropriate segregation of duties in our review processes over revenue transactions and our physical counts of inventories were not sufficient to prevent, detect, and correct potential misstatements in a timely manner.

Remediation Efforts of Previously Disclosed Material Weaknesses

Subsequent to the evaluation made in connection with filing our Annual Report on Form 10-K for the year ended December 31, 2024, management, with the oversight of the Audit Committee of the Board of Directors, continued the process of remediating the material weaknesses.

During the year ended December 31, 2025, we completed our plans to remediate these material weaknesses by performing the following actions:

- Redesigned and enhanced controls over the completeness and accuracy of key inputs within the order to cash cycle, including refined data validation procedures and strengthened review protocols.
- Improved the precision, frequency and timeliness of key control activities within the order to cash and inventory cycles to ensure they operate at the level necessary to appropriately mitigate risks and support reliable financial reporting.
- Retrained personnel involved in the execution of order to cash processes to reinforce timely, accurate, and well-documented performance of control responsibilities.
- Strengthened, formalized, documented, and tested accounting processes and internal controls within the order to cash cycle, including the identification and integration of IT automated controls designed to supplement and enhance existing manual reviews.
- Enhanced the cycle count program and related inventory controls, including extensive reorganization of the warehouse, physical security of inventory, operational improvements such as kitting, and periodic monitoring to track progress towards overall coverage requirements.
- Addressed segregation of duties issues in order processing and customer master maintenance, specifically at European sites.
- Provided additional training on standard operating procedures and internal controls for employees responsible for logistics and inventory management functions.

As a result of these remediation activities and based on management's evaluation of control effectiveness in these cycles, we concluded that the previously reported material weaknesses have been remediated as of December 31, 2025.

(c) Changes in Internal Controls Over Financial Reporting

Other than the remediation efforts of previously disclosed material weaknesses described above, there were no changes to our internal control over financial reporting during the year ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(d) Inherent Limitations on Effectiveness of Controls

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may not deteriorate. Because of their inherent limitations, systems of control may not prevent or detect all misstatements. Accordingly, even effective systems of control can provide only reasonable assurance of achieving their control objectives.

Item 9B. ***Other Information.***

Not applicable.

Item 9C. ***Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.***

Not applicable.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance.***

Incorporated by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A under the Exchange Act in connection with our 2026 Annual Meeting of Stockholders.

Item 11. ***Executive Compensation.***

Incorporated by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A under the Exchange Act in connection with our 2026 Annual Meeting of Stockholders.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

Incorporated by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A under the Exchange Act in connection with our 2026 Annual Meeting of Stockholders.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence.***

Incorporated by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A under the Exchange Act in connection with our 2026 Annual Meeting of Stockholders.

Item 14. ***Principal Accounting Fees and Services.***

Incorporated by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A under the Exchange Act in connection with our 2026 Annual Meeting of Stockholders.

PART IV

Item 15. ***Exhibits, Financial Statement Schedules.***

(a) The following documents are filed as part of this Annual Report on Form 10-K or incorporated by reference as indicated:

(1) *Financial Statements, Schedules, and Exhibits.* We have listed our consolidated financial statements filed as part of this annual report in the index to consolidated financial statements on page F-1.

(2) *Financial Statement Schedules*. We have omitted all financial statement schedules because they are not applicable or not required or because we have included the necessary information in our consolidated financial statements or related notes.

(3) *Exhibits.* We have listed the exhibits filed as part of this annual report in the accompanying exhibit index, which follows our consolidated financial statements filed as part of this annual report.

Item 16. ***Form 10-K Summary.***

None.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
HARVARD BIOSCIENCE, INC.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Harvard Bioscience, Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Harvard Bioscience, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

Basis for opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ GRANT THORNTON LLP
We have served as the Company's auditor since 2017.

Hartford, Connecticut
March 13, 2026

HARVARD BIOSCIENCE, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 8,614	$ 4,108
Accounts receivable, net	16,043	14,866
Inventories	20,805	23,245
Other current assets	2,763	2,898
Total current assets	48,225	45,117
Property, plant and equipment, net	4,787	5,106
Operating lease right-of-use assets	7,172	6,132
Goodwill	9,559	56,324
Intangible assets, net	7,639	11,132
Other long-term assets	2,689	2,833
Total assets	$ 80,071	$ 126,644
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of long-term debt	$ -	$ 36,956
Accounts payable	3,652	4,787
Contract liabilities	3,447	3,806
Other current liabilities	14,861	9,409
Total current liabilities	21,960	54,958
Long-term debt, net	35,870	-
Deferred tax liability	317	710
Operating lease liabilities	6,882	6,381
Other long-term liabilities	1,308	1,255
Total liabilities	66,337	63,304
Commitments and contingencies - Note 16		
Stockholders' equity:		
Preferred stock, par value $0.01 per share, 5,000,000 shares authorized	-	-
Common stock, par value $0.01 per share, 80,000,000 shares authorized: 44,719,894 shares issued and outstanding at December 31, 2025; 44,074,475 shares issued and outstanding at December 31, 2024	447	441
Additional paid-in-capital	239,669	236,579
Accumulated deficit	(214,710)	(158,010)
Accumulated other comprehensive loss	(11,672)	(15,670)
Total stockholders' equity	13,734	63,340
Total liabilities and stockholders' equity	$ 80,071	$ 126,644

See accompanying notes to consolidated financial statements.

HARVARD BIOSCIENCE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,	
	2025	**2024**
Revenues	$ 86,550	$ 94,135
Cost of revenues	36,640	39,369
Gross profit	49,910	54,766
Sales and marketing expenses	19,216	22,212
General and administrative expenses	17,742	21,493
Research and development expenses	8,825	10,406
Amortization of acquired intangible assets	4,027	5,255
Goodwill impairment - Note 5	47,951	-
Other operating expenses - Note 2	729	1,611
Total operating expenses	98,490	60,977
Operating loss	(48,580)	(6,211)
Other expense:		
Interest expense	(4,917)	(3,536)
Loss on pension settlement - Note 8	(1,233)	-
Loss on equity securities - Note 12	-	(1,593)
Other expense, net	(2,656)	(325)
Total other expense	(8,806)	(5,454)
Loss before income taxes	(57,386)	(11,665)
Income tax (benefit) expense	(686)	740
Net loss	$ (56,700)	$ (12,405)
Loss per share:		
Basic and diluted loss per share	$ (1.28)	$ (0.28)
Weighted-average common shares:		
Basic and diluted	44,391	43,538

See accompanying notes to consolidated financial statements.

HARVARD BIOSCIENCE, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Year Ended December 31,	
	2025	**2024**
Net loss	$ (56,700)	$ (12,405)
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	3,248	(1,405)
Defined benefit pension plans, net of tax benefit of $93 and $58, respectively	651	(175)
Derivative instruments qualifying as cash flow hedges, net of tax of $-0-	99	100
Other comprehensive income (loss)	3,998	(1,480)
Comprehensive loss	$ (52,702)	$ (13,885)

See accompanying notes to consolidated financial statements.

HARVARD BIOSCIENCE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Number of Shares Issued	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at December 31, 2023	43,395	$ 434	$ 232,435	$ (145,605)	$ (14,190)	$ 73,074
Stock option exercises	14	-	43	-	-	43
Stock purchase plan	161	2	335	-	-	337
Vesting of restricted stock units	769	8	-	-	-	8
Shares withheld for taxes	(265)	(3)	(574)	-	-	(577)
Stock-based compensation	-	-	4,340	-	-	4,340
Net loss	-	-	-	(12,405)	-	(12,405)
Other comprehensive loss	-	-	-	-	(1,480)	(1,480)
Balance at December 31, 2024	44,074	441	236,579	(158,010)	(15,670)	63,340
Stock purchase plan	123	1	46	-	-	47
Vesting of restricted stock units	755	8	-	-	-	8
Shares withheld for taxes	(233)	(3)	(153)	-	-	(156)
Stock-based compensation	-	-	1,855	-	-	1,855
Net loss	-	-	-	(56,700)	-	(56,700)
Other comprehensive income	-	-	-	-	3,998	3,998
Issuance of warrants	-	-	1,342	-	-	1,342
Balance at December 31, 2025	44,719	$ 447	$ 239,669	$ (214,710)	$ (11,672)	$ 13,734

See accompanying notes to consolidated financial statements.

HARVARD BIOSCIENCE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,	
	2025	**2024**
Cash flows from operating activities:		
Net loss	$ (56,700)	$ (12,405)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	1,743	1,727
Amortization of intangible assets	4,202	5,430
Goodwill impairment - Note 5	47,951	-
Amortization of deferred financing costs	1,322	327
Stock-based compensation	1,855	4,340
Deferred income taxes and other	(680)	363
Loss on pension settlement - Note 8	1,233	-
Loss on extinguishment of debt	130	-
Loss on equity securities - Note 12	-	1,593
Changes in operating assets and liabilities:		
Accounts receivable	(934)	974
Inventories	2,947	(64)
Other assets	1,521	1,642
Accounts payable and other liabilities	2,300	(1,785)
Contract liabilities	(161)	(702)
Net cash provided by operating activities	6,729	1,440
Cash flows from investing activities:		
Additions to property, plant and equipment	(1,258)	(2,644)
Capitalized software development costs	(605)	(619)
Proceeds from sale of marketable equity securities	-	1,919
Net cash used in investing activities	(1,863)	(1,344)
Cash flows from financing activities:		
Borrowing from revolving line of credit	-	8,800
Borrowing from term loans	40,000	-
Repayment of revolving line of credit	(12,650)	(2,550)
Repayment of term debt	(24,700)	(6,023)
Payment of debt issuance costs	(3,832)	(161)
Proceeds from exercise of stock options and employee stock purchase plan	47	380
Taxes paid related to net share settlement of equity awards	(156)	(577)
Net cash used in financing activities	(1,291)	(131)
Effect of exchange rate changes on cash	931	(140)
Increase (decrease) in cash and cash equivalents	4,506	(175)
Cash and cash equivalents at beginning of period	4,108	4,283
Cash and cash equivalents at end of period	$ 8,614	$ 4,108
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 3,595	$ 3,235
Cash paid for income taxes, net of refunds	$ (98)	$ (159)

See accompanying notes to consolidated financial statements.

HARVARD BIOSCIENCE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization

Harvard Bioscience, Inc., a Delaware corporation (the "Company"), is a leading developer, manufacturer and seller of technologies, products and services that enable fundamental advances in life science applications, including research, pharmaceutical and therapy discovery, bioproduction and preclinical testing for pharmaceutical and therapy development. The Company's products and services are sold globally to customers ranging from renowned academic institutions and government laboratories to the world's leading pharmaceutical, biotechnology and contract research organizations ("CROs"). With operations in the United States, Europe and China, the Company sells through a combination of direct and distribution channels to customers around the world.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and Securities and Exchange Commission ("SEC") regulations. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Going Concern

The consolidated financial statements have been prepared in accordance with U.S. GAAP and on a going concern basis, which assumes the Company will continue to operate in the normal course of business. Management evaluated the Company's ability to continue as a going concern under ASC 205-40 for the twelve months following the issuance of these financial statements.

In prior filings (including the December 31, 2024 Form 10-K and subsequent Form 10-Q's), the anticipated maturity of the Company's Amended Credit Agreement (defined in Note 10) on December 22, 2025, together with uncertainty as to the Company's ability to comply with future covenants under the terms of the Amended Credit Agreement, raised substantial doubt about the Company's ability to continue as a going concern.

On December 17, 2025, the Company completed a comprehensive refinancing of its credit facility, resulting in a new maturity date and improved covenant compliance.

Management evaluated the Company's ability to continue as a going concern for the twelve months following the issuance of these financial statements and concluded that the conditions and events that initially raised substantial doubt have been alleviated and that substantial doubt does not exist as of issuance. These financial statements are therefore prepared on a going-concern basis.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP") requires the use of management estimates. Such estimates include the determination and establishment of certain accruals and provisions, including those for income taxes, credit losses on receivables. and defined benefit pension obligations. Estimates are also required to assess the value for inventories reported at lower of cost or net realizable value, stock-based compensation expense, and the recoverability of long-lived and intangible assets, including goodwill. The Company assesses its previous estimates based upon currently available information. Actual results could differ materially from those estimates.

Revenue Recognition

Nature of contracts and customers

The Company's contracts are primarily of short duration and are mostly based on the receipt and fulfilment of purchase orders. The purchase orders are binding and include pricing and all other relevant terms and conditions.

The Company's customers are primarily research scientists at pharmaceutical and biotechnology companies, universities, hospitals, government laboratories and contract research organizations. The Company also has global and regional distribution partners, and original equipment manufacturer customers who incorporate its products into their products under their own brands.

Performance obligations

The Company's performance obligations under its revenue contracts consist of its instruments, equipment, accessories, consumables, services, software licenses and enhancements, maintenance and extended warranties. Contracts with customers may contain multiple promises such as delivery of hardware, software, professional services or post-contract support services. These promises are accounted for as separate performance obligations if they are distinct. For contracts with customers that contain multiple performance obligations, the transaction price is allocated to the separate performance obligations based on relative standalone selling price, which does not materially differ from the stated price in the contract. In general, the Company's list prices are indicative of standalone selling price, and the majority of the Company's contracts have a term of less than one year.

Instruments, equipment and accessories consist of a range of products that are used in life sciences research. Revenues from the sales of these items are recognized when transfer of control of these products to the customer occurs. Transfer of control occurs when the Company has the right to payment and the customer has legal title to the asset and the customer or their selected carrier has possession, which is typically upon shipment. Sales of these items are therefore generally recognized at a point in time.

The Company's consumables revenue includes the sale of wireless implantable monitors that are used for life science research purposes. The Company sells these wireless implantable monitors to pharmaceutical companies, contract research organizations and academic laboratories. In addition to sales generated from new and existing customers, these implantable devices are also sold under a program called the "exchange program." Under this program, customers may return an implantable monitor to the Company after use, and if the returned monitor can be reprocessed and resold, they may, in exchange, purchase a replacement implantable monitor of the same model at a lower price than a new monitor. The implantable monitors that are returned by customers are reprocessed and made available for future sale. The initial sale of implantable monitors and subsequent sale of replacement implantable monitors are independent transactions. The Company has no obligation in connection with the initial sale to sell replacement implantable monitors at any future date under any fixed terms and may refuse returned implantable monitors that cannot be recovered or are obsolete. The Company has concluded that the offer to its customers that they may purchase a discounted product in the future is not a material right as the discounted price represents the standalone selling price of the reprocessed implantable monitor.

Service revenue consists of installation, training, data analysis and surgeries performed on research animals. Service revenue is recognized when the service is performed. Maintenance revenue consists of post-contract support provided in relation to software equipment that is sold to the customer. The Company provides standard warranties that promise the customer that the product will work as promised and are not a separate performance obligation. Extended warranties relate to warranties that are separately priced and purchased in addition to a standard warranty and are therefore a separate performance obligation. The Company has made the judgment that the customer benefits as the Company performs over the period of the contract, and therefore revenues from maintenance and warranty contracts are recognized over time. The Company uses the input method to recognize revenue over time, which is generally on a straight-line basis over the service period.

For sales for which transfer of control occurs upon shipment, the Company accounts for shipping and handling costs as fulfilment costs. As such, the Company records the amounts billed to the customer for shipping costs as revenue and the costs within cost of revenues upon shipment. For sales, for which control transfers to customers after shipment, the Company has elected to account for shipping and handling as activities to fulfill the promise to transfer the goods to the customer. The Company therefore accrues for the costs of shipping undelivered items in the period of shipment.

Variable Consideration

The nature of the Company's contracts gives rise to certain types of variable consideration, including in limited cases volume and payment discounts. The Company analyzes sales that could include variable consideration and estimates the expected or most likely amount of revenue after returns, trade-ins, discounts, rebates, credits, and incentives. Product returns are estimated and accrued for, based on historical information. In making these estimates, the Company considers whether the amount of variable consideration is constrained and is included in revenue only to the extent that it is probable that a significant reversal of the revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration, and its impact on the Company's revenue recognition, was not material in any of the periods presented.

The Company's payment terms are generally from zero to sixty days from the time of invoicing, which occurs at the time of shipment or prior to services being performed. Payment terms vary by the type of customers and the products or services offered.

Sales taxes, value added taxes, and certain excise taxes collected from customers and remitted to government authorities are accounted for on a net basis and are therefore excluded from revenues.

In certain subsidiaries the Company provides sales commissions to sales representatives based on annual sales volume. The Company has determined that the incentive portion of its sales commissions qualify as contract costs. The Company has elected the practical expedient in ASC 340-40-25-4 to expense sales commissions when incurred as the amortization period of the asset that would otherwise have been recognized is one year or less.

Contract Liabilities

The Company records contract liabilities when cash is collected from customers prior to satisfaction of the Company's performance obligation to the customer. Contract liabilities consist of amounts deferred related to service contracts and revenue deferred as a result of payments received in advance from customers. Contract liabilities are generally expected to be recognized within one year.

The amounts included in contract liabilities from advanced payments relate to amounts that are prepaid for wireless implantable monitors under the exchange program. The Company has made the judgment that these payments do not represent a significant financing component as the customer can exercise their discretion as to when they can obtain the products for which they have made a prepayment.

Disaggregation of Revenue

Refer to Note 3 for revenue disaggregated by type and by geographic location as well as further information about contract liabilities.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with original maturities of three months or less to be cash equivalents. The Company has cash holdings in financial institutions that exceed insured limits for such financial institutions. The Company mitigates this risk by utilizing financial institutions of high credit quality.

Approximately 33% of the Company's cash and cash equivalents at December 31, 2025, was held by the Company's foreign subsidiaries and subject to repatriation tax considerations. These foreign funds were held primarily by subsidiaries in the United Kingdom, Germany and Spain.

Marketable Equity Securities

Equity securities traded in active markets are marked to market at each balance sheet date based on prices as quoted on the relevant stock exchange. Fair value mark-to-market adjustments are recorded as non-operating gains (losses) in the consolidated statement of operations. The Company's investments in marketable equity securities are classified in the consolidated balance sheet based on the nature of the securities and their availability for use in current operations.

Allowance for Expected Credit Losses on Receivables

The allowance for expected credit losses on receivables is used to present accounts receivable, net, at an amount that represents the Company's estimate of the receivables expected to be collected from customers. The allowance represents an estimate of expected credit losses over the lifetime of the receivables, even if the loss is considered remote, and reflects expected recoveries of amounts previously written off. The Company estimates the allowance on the basis of specifically identified receivables that are evaluated individually for impairment and an analysis of the remaining receivables determined by reference to past default experience. The Company considers the need to adjust historical information to reflect the extent to which current conditions and reasonable forecasts are expected to differ from the conditions that existed for the historical period considered. Losses on receivables have not historically been significant.

Management judgments are used to determine when to charge off uncollectible trade accounts receivable. The Company bases these judgments on the age of the receivable, credit quality of the customer, current economic conditions, and other factors that may affect a customer's ability and intent to pay. Customers are generally not required to provide collateral for purchases.

Inventories

The Company values inventories at the lower of cost (determined on a first-in, first-out method) or net realizable value. The Company regularly reviews inventory quantities on hand and writes down excess and obsolete inventories to estimated net realizable value if less than cost, based primarily on historical inventory usage and estimated forecast of product demand.

Property, Plant and Equipment

Property, plant and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets as follows:

Machinery and equipment and automobiles (years)	3 - 10
Computer equipment and software (years)	3 - 7
Furniture and fixtures (years)	5 - 10

Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or estimated useful life of the asset.

Software Development

Software development costs for software products to be sold, leased or otherwise marketed that are incurred before establishing technological feasibility are charged to operating expense. Software development costs incurred after establishing technological feasibility are capitalized on a product-by-product basis until the product is available for general release to customers at which time amortization begins.

Annual amortization, charged to cost of goods sold, is the amount computed using the ratio that current revenues for a product bear to the total current and anticipated future revenues for that product. In the event that future revenues are not estimable, such costs are amortized on a straight-line basis over the remaining estimated economic life of the product.

Goodwill

Goodwill acquired in a business combination and determined to have an indefinite useful life is not amortized but instead is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

For the purpose of its goodwill analysis, the Company has one reporting unit. The Company conducts its annual impairment analysis in the fourth quarter of the fiscal year and more frequently if there is an indicator of impairment. The Company assesses qualitative factors of the reporting unit to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the qualitative assessment indicates a potential impairment, a quantitative analysis is performed. The Company compares the fair value of the reporting unit with its carrying amount. The Company typically estimates fair value using market approaches but will also consider the income approach when appropriate. If the carrying amount of a reporting unit exceeds its fair value, goodwill is impaired, and the Company would recognize a loss equal to the excess.

During the year ended December 31, 2024, as a result of the Company's underperformance of recent operating results and liquidity risk and the current macroeconomic conditions impacting the life sciences industries, the Company assessed the current and future economic outlook and identified indicators for impairment of goodwill. Based on the quantitative analysis, the Company concluded that goodwill was not impaired due to the excess of fair value over the carrying value of the reporting unit.

During the quarter ended March 31, 2025, the Company determined that a sustained decrease in its stock price that occurred during the three months ended March 31, 2025 indicated that the carrying values of its goodwill and other long-lived assets may not be recoverable. Additional factors that contributed to this conclusion were the Company's recent operating results, liquidity risk and the macroeconomic conditions then impacting the life sciences industry. Based on this determination, the Company performed interim quantitative impairment tests on its goodwill and other long-lived assets as of March 31, 2025 and June 30, 2025, as well as a qualitative analysis as of September 30, 2025.

Based on this quantitative impairment analysis as of March 31, 2025, the Company determined that the carrying value of the reporting unit exceeded its fair value by $48.0 million. Accordingly, the Company recorded such amount as a goodwill impairment charge for the three months ended March 31, 2025. Based on the quantitative impairment analysis performed as of June 30, 2025 and qualitative analysis performed as of September 30, 2025, an additional impairment charge was not required during the three months ended June 30, 2025, and September 30, 2025.

The Company evaluated its goodwill for impairment as of October 1, 2025 by performing a qualitative analysis and determined that it was more likely than not that the fair value of the reporting unit exceeded the carrying value.

Intangible Assets

Intangible assets are comprised of existing technology, customer contracts and contractual relationships, and other definite-lived intangible assets. Identifiable intangible assets resulting from the acquisitions of entities accounted for using the purchase method of accounting are estimated by the Company based on the fair value of assets received. Identifiable definite-lived intangible assets are being amortized over the period of estimated benefit using the straight-line method and estimated useful lives ranging from four to fifteen years.

Impairment of Long-Lived Assets

The Company assesses recoverability of its long-lived assets that are held for use, such as property, plant and equipment and amortizable intangible assets when events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Factors which could trigger an impairment review include significant negative industry or economic trends, significant loss of clients, and significant changes in the manner of the Company's use of the assets or the strategy for its overall business.

The recoverability of assets or an asset group to be held and used is measured by a comparison of the carrying amount of an asset or asset group to estimated undiscounted future cash flows expected to be generated by the asset or the asset group. Cash flow projections are based on trends of historical performance and management's estimate of future performance. The Company's estimate of future cash flows requires significant judgment based on historical and anticipated results and is subject to many factors.

When the Company determines that the carrying value of the assets may not be recoverable based upon the existence of one or more of the above indicators of impairment, the Company measures the potential impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in its current business model. An impairment loss is recognized only if the carrying amount of the asset is not recoverable and exceeds its fair value. Different assumptions and judgments could materially affect the calculation of the fair value of the Company's assets. For the year ended December 31, 2024, the Company concluded that there were triggering events requiring the Company to assess the recoverability of its long-lived assets. Based on its recoverability assessment, the Company determined that there was no impairment of its other long-lived assets as of December 31, 2025, and 2024. If future operating performance of the reporting units is not consistent with these assumptions, the Company could be required to record non-cash impairment charges.

Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. If a loss is reasonably possible and the loss or range of loss can be reasonably estimated, the Company discloses the possible loss. If a loss is probable and the loss or range of loss cannot be reasonably estimated, the Company discloses or states that such an estimate cannot be made. Refer to Note 16, Commitments and Contingent Liabilities, for additional information. The Company accrues and expenses legal costs associated with contingencies when incurred.

Derivatives

The Company uses interest-rate-related derivative instruments to manage its exposure related to changes in interest rates on its variable-rate debt instruments. The Company only enters into derivative contracts that it intends to designate as a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge) and does not use derivative financial instruments for trading or speculative purposes. The Company recognizes all derivative instruments as either assets or liabilities in the balance sheet at their respective fair values.

The Company formally documents the hedging relationship and its risk-management objective and strategy for undertaking the hedge, the hedging instrument, the hedged transaction, the nature of the risk being hedged, how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method used to measure ineffectiveness. For derivative instruments that are designated and qualify as part of a cash flow hedging relationship, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income (loss) ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

By using derivative financial instruments to hedge exposure to changes in interest rates, the Company exposes itself to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes the Company, which creates credit risk for the Company. When the fair value of a derivative contract is negative, the Company owes the counterparty and, therefore, the Company is not exposed to the counterparty's credit risk in those circumstances. The Company minimizes counterparty credit risk in derivative instruments by entering into transactions with major financial institutions based upon their credit profile. Market risk has an adverse effect on the value of a derivative instrument that results from a change in interest rates. The market risk associated with interest-rate contracts is managed by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken. The Company monitors interest rate risk attributable to both its outstanding and forecasted debt obligations by the use of cash flow sensitivity analysis, which estimates the expected impact of changes in interest rates on the Company's future cash flows.

Convertible Instruments

In accordance with ASU 2020-06, the Company records its convertible debt at face value less unamortized issuance costs. Issuance costs are amortized to Interest expense using the effective interest method over the expected term of the convertible debt.

Debt Issuance Costs

Debt issuance costs are recorded as a reduction to the carrying value of the debt and amortized over the life of the debt using the effective interest method.

Loan exit fees

Loan exit fees are recognized as an increase in the effective interest rate over the life of the loan and an increase in the carrying value of debt.

Leases

The Company leases office space, manufacturing facilities, automobiles and equipment. The Company concludes whether an arrangement is a lease at inception. This determination as to whether an arrangement contains a lease is based on an assessment as to whether a contract conveys the right for the Company to control the use of the identified property, plant or equipment for a period of time in exchange for consideration. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The Company recognizes these lease expenses on a straight-line basis over the lease term.

The Company has assessed its contracts and concluded that its leases consist of operating leases. Operating leases are included in operating lease right-of-use ("ROU") assets, current portion of operating lease liabilities, and operating lease liabilities in the Company's consolidated balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the leases' commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company determines an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate represents a significant judgment that is based on an analysis of the Company's credit rating, country risk, treasury and corporate bond yields, as well as comparison to the Company's borrowing rate on its most recent loan. The Company uses the implicit rate when readily determinable. The terms in our leases may include options to extend or terminate the lease. We recognize ROU assets and liabilities when it is reasonably certain that we will exercise those options. Judgement is required in our assessment as to whether renewal or termination options are reasonably certain to be exercised and factors such as contractual terms compared to current market rates and the importance of the facility and location to our operations, among others, are considered. The Company has lease agreements with lease and non-lease components, which are generally accounted for separately.

Preferred Stock

The Company's board of directors has the authority to issue up to 5.0 million shares of preferred stock and to determine the price privileges and other terms of the shares. The board of directors may exercise this authority without any further approval from stockholders. As of December 31, 2025, and 2024, the Company had no preferred stock issued or outstanding.

Stock-based Compensation

The Company recognizes compensation expense for all stock-based payment awards made to employees and directors including stock options, restricted stock units, and restricted stock units with a market or performance condition. The Company issues awards under the 2021 Incentive Plan (the "2021 Incentive Plan") and the Fourth Amended and Restated 2000 Stock Option and Incentive Plan (the "2000 Incentive Plan," together with the 2021 Incentive Plan, together referred to as the "Incentive Plans"), as well as issues shares for employee stock purchases related to its Employee Stock Purchase Plan (as amended, the "ESPP"). The Company issues new shares from its registered but unissued stock pool to satisfy stock option exercises and vesting of the restricted stock units. Stock-based compensation expense is recorded on a straight-line basis over the applicable service period, which ranges from one to four years. The Company has elected as an accounting policy to account for forfeitures for service-based awards as they occur, with no adjustment for estimated forfeitures.

The fair value of restricted stock units is based on the market price of the Company's stock on the date of grant. The Company values restricted stock units with a market condition using a Monte-Carlo valuation simulation. The determination of fair value of stock-based payment awards on the date of grant using a Monte-Carlo valuation simulation is affected by the Company's stock price as well as assumptions regarding certain variables including, but not limited to, the Company's expected stock price volatility over the term of the awards, interest rate assumptions, and discounts to adjust for any holding period post-vest restrictions.

Performance-based RSU awards are contingent on the achievement of certain performance metrics. Compensation cost associated with performance-based RSUs are recognized based on the estimated number of shares that the Company ultimately expects will be earned. If the estimated number of shares to be earned is revised in the future, then stock-based compensation expense will be adjusted accordingly.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company uses the flow-through method to account for investment tax credits. Under this method, the investment tax credits are recognized as a reduction of income tax expense.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is more than 50% likely of being realized. Changes in recognition are reflected in the period in which the judgement occurs. The Company's policy is to account for Global Intangible Low-Taxed income ("GILTI") as a period cost.

Comprehensive Income (Loss)

Comprehensive income (loss) represents the change in equity resulting from items other than shareholder investments and distributions. The Company's foreign currency translation adjustments, interest rate swap - cash flow hedge and minimum pension liability adjustments are included in accumulated other comprehensive income ("AOCI"). The components of other comprehensive income are reclassified as net income, net of tax, when the underlying component impacts earnings. Comprehensive income (loss) and the components of AOCI are presented in the accompanying consolidated statements of comprehensive loss and consolidated statements of equity.

Fair Value of Financial Instruments

Financial reporting standards define a fair value hierarchy that consists of three levels:

- Level 1 includes instruments for which quoted prices in active markets for identical assets or liabilities accessible to the Company at the measurement date.

- Level 2 includes instruments for which the valuations are based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

- Level 3 includes valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The carrying values of the Company's cash and cash equivalents, trade accounts receivable, and trade accounts payable approximate their fair values because of the short maturities of those instruments. The fair value of the Company's debt approximates its carrying value due to the proximity of the issuance date to the December 31, 2025, reporting date, as the interest rate on the Company's debt remain consistent with current market rates for similar debt (Level 2).

Foreign Currency

The functional currency of the Company's foreign subsidiaries is generally their local currency. All assets and liabilities of foreign subsidiaries are translated at exchange rates in effect at period-end. Income and expenses are translated at rates which approximate those in effect on the transaction dates. The resulting translation adjustment is recorded as a separate component of stockholders' equity in AOCI in the consolidated balance sheets. Gains and losses resulting from foreign currency transactions are included in other income (expense), net, in the Company's consolidated statements of operations.

Earnings per Share

Basic earnings (loss) per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the periods presented. The computation of diluted earnings (loss) per share is similar to the computation of basic earnings per share, except that the denominator is increased for the assumed exercise of dilutive options and other potentially dilutive securities using the treasury stock method unless the effect is antidilutive. The following table sets forth the computation of basic and diluted loss per share:

	Year Ended December 31,	
(in thousands, except per share data)	**2025**	**2024**
Net loss	$ (56,700)	$ (12,405)
Weighted average shares outstanding - basic	44,391	43,538
Dilutive effect of equity awards	-	-
Dilutive effect of convertible Term C Loan	-	-
Dilutive effect of warrants	-	-
Weighted average shares outstanding - diluted	44,391	43,538
Basic loss per share	$ (1.28)	$ (0.28)
Diluted loss per share	$ (1.28)	$ (0.28)
Shares excluded from diluted loss per share due to their anti-dilutive effect	11,638	3,577

Business Segment Information

The Company operates in one segment: the design, development, production and distribution of products and services that enable fundamental advances in life science applications, including research, pharmaceutical and therapy discovery, bioproduction and preclinical testing for pharmaceutical and therapy development. The chief operating decision maker (“CODM”), who is the Company's chief executive officer, measures financial performance as a single enterprise and allocates resources across the Company to maximize profitability, and not on geography, legal entity, or end market basis. The Company operates in a number of countries throughout the world, and has a variety of product lines. Information regarding product lines and geographic financial information is provided in Note 3, “Revenues” and Note 6, "Balance Sheet Information."

Other Operating Expenses

The components of other operating expenses for the year ended December 31, 2025 and 2024, were as follows:

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Restructuring expenses (see Note 7)	$ 188	$ 792
Unclaimed property audits expense (see Note 16)	-	347
Employee retention tax credit fees (see Note 17)	541	472
Total other operating expenses	$ 729	$ 1,611

Recently Issued Accounting Pronouncements Adopted

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which enhances disclosures related to the effective tax rate reconciliation, income taxes paid, as well as other disclosures. The new standard impacts footnote disclosures and was effective for the Company’s annual financial statements for the year ended December 31, 2025. The adoption of this standard impacted footnote disclosures and did not have a material impact on the Company's consolidated financial statements, see information provided in Note 15.

Recently Issued Accounting Pronouncements Yet to be Adopted

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement (Subtopic 220-40): Reporting Comprehensive Income—Expense Disaggregation Disclosures* (“ASU No. 2024-03”), which requires enhanced disclosure of income statement expense categories to improve transparency and provide financial statement users with more detailed information about the nature, amount and timing of expenses impacting financial performance. This new guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is continuing to assess the impact adopting ASU No. 2024-03 will have on the footnote disclosures in its consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets* ("ASU 2025-05"), requiring election of a practical expedient when estimating expected credit losses for current accounts receivable and current contract assets. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted in both interim and annual reporting periods. The Company is evaluating the impact that ASU 2025-05 will have on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-10, Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities ("ASU 2025-10"), to provide guidance on how business entities should recognize, measure, and present government grants received. ASU 2025-10 is effective for fiscal years beginning after December 15, 2028, including interim periods within those fiscal years. Early adoption is permitted, and the amendments may be applied using a modified prospective, modified retrospective, or full retrospective adoption. The Company is currently evaluating the impact the adoption of ASU 2025-10 may have on the Company's consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU No. 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements ("ASU 2025-11"), which is intended to improve the navigability of the guidance in ASC 270, Interim Reporting, and clarify when it applies. Under the amendments, an entity is subject to ASC 270 if it provides interim financial statements and notes in accordance with U.S. GAAP. ASU 2025-11 also addresses the form and content of such financial statements, interim disclosures requirements, and establishes a principle under which an entity must disclose events since the end of the last annual reporting period that have a material impact on the entity. ASU 2025-11 is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted, and the amendments may be applied prospectively or retrospectively to all periods presented in the financial statements. The Company is currently evaluating the impact the adoption of ASU 2025-11 may have on the Company's consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU No. 2025-12, Codification Improvements ("ASU 2025-12"). The guidance in ASU 2025-12 provides incremental improvements to accounting standards for a broad range of topics. The standard is effective for annual fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2026, with early adoption permitted. Upon adoption, ASU 2025-12 may be applied prospectively or retrospectively on an issue-by-issue basis. The Company is currently evaluating the impact that the adoption of ASU 2025-12 may have on its consolidated financial statements and disclosures.

Prior Period Financial Statement Reclassifications

Certain immaterial reclassifications have been made to the prior year financial statements to conform to the current presentation.

3. Revenues

The following table represents a disaggregation of revenue from contracts with customers for the years ended December 31, 2025, and 2024.

Revenues by type were as follows:

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Instruments, equipment, software and accessories	$ 78,260	$ 86,964
Service, maintenance and warranty contracts	8,290	7,171
Total revenues	$ 86,550	$ 94,135

Revenues recognition timing was as follows:

(in thousands)	Year Ended December 31, 2025	2024
Goods and services transferred at a point in time	$ 82,339	$ 90,420
Goods and services transferred over time	4,211	3,715
Total revenues	$ 86,550	$ 94,135

Revenues by geographic destination were as follows:

(in thousands)	Year Ended December 31, 2025	2024
Americas		
United States	$ 38,966	$ 41,738
Americas - Other	3,227	3,596
Europe, Middle East and Africa	26,710	28,405
Asia		
China	10,969	13,297
Asia - Other	6,678	7,099
	$ 86,550	$ 94,135

Contract Liabilities

The following table provides a summary of contract liabilities as of the periods indicated:

(in thousands)	December 31, 2025	2024	Change	Percentage
Deferred revenue				
Service, maintenance and warranty contracts	$ 1,934	$ 1,560	$ 374	24%
Installation and training	711	806	(95)	-12%
Customer advances	802	1,440	(638)	-44%
Total short-term contract liabilities	3,447	3,806	(359)	-9%
Long-term service, maintenance and warranty contracts	198	-	198	100%
Total contract liabilities	$ 3,645	$ 3,806	$ (161)	-4%

The following table represents the Company's remaining performance obligations from contracts that are recognized over time as of December 31, 2025:

(in thousands)	Remaining Performance Obligations 2026	2027	2028	2029	2030	Thereafter	Total
Service, maintenance and warranty contracts	$ 1,900	$ 183	$ 34	$ 13	$ 2	$ -	$ 2,132

Changes in the Company’s contract liabilities are primarily due to the timing of receipt of payments under service, maintenance and warranty contracts and lower revenue volumes. During the years ended December 31, 2025, and 2024, the Company recognized revenue of $3.4 million and $3.4 million from contract liabilities that existed at December 31, 2024 and 2023, respectively.

Provision for Expected Credit Losses on Receivables

(in thousands)	Year Ended December 31, 2025	2024
Balance, beginning of period	$ 215	$ 160
Provision for expected credit losses	16	60
Charge-offs and other	(24)	(5)
Balance, end of period	$ 207	$ 215

Concentrations

No customer accounted for more than 10% of revenue for the years ended December 31, 2025, and 2024, or for more than 10% of net accounts receivable at December 31, 2025 and 2024.

Warranties

Warranty activity was as follows:

	Year Ended December 31,	
(in thousands)	2025	2024
Balance, beginning of period	$ 318	$ 336
Provision for warranties	106	317
Warranty claims	(210)	(335)
Balance, end of period	$ 214	$ 318

4. Accumulated Other Comprehensive Loss

Changes in the components of accumulated other comprehensive loss, net of tax, for the years ended December 31, 2025 and 2024, respectively, were as follows:

(in thousands)	Foreign Currency Translation Adjustments	Defined Benefit Pension Plans	Derivatives Qualifying as Hedges	Total
Balance at December 31, 2023	(9,885)	(4,106)	(199)	(14,190)
Other comprehensive income (loss), net	(1,405)	(175)	100	(1,480)
Balance at December 31, 2024	$ (11,290)	$ (4,281)	$ (99)	$ (15,670)
Other comprehensive income (loss), net	3,248	651	99	3,998
Balance at December 31, 2025	$ (8,042)	$ (3,630)	$ -	$ (11,672)

5. Goodwill and Intangible Assets

The change in the carrying amount of goodwill was as follows:

	December 31,	
(in thousands)	2025	2024
Carrying amount at beginning of period	$ 56,324	$ 57,065
Goodwill impairment	(47,951)	-
Effect of change in currency translation	1,186	(741)
Carrying amount at end of period	$ 9,559	$ 56,324

Intangible assets, net at December 31, 2025 and 2024 consisted of the following:

		December 31, 2025			December 31, 2024		
(in thousands)	Average		Accumulated			Accumulated	
Amortizable intangible assets:	Life*	Gross	Amortization	Net	Gross	Amortization	Net
Customer relationships	4	$ 16,378	$ (12,119)	$ 4,259	$ 15,603	$ (10,450)	$ 5,153
Technology and software development	1	36,398	(33,801)	2,597	35,397	(30,556)	4,841
Trade names and patents	1	7,732	(7,168)	564	7,452	(6,509)	943
Total amortizable intangible assets		$ 60,508	$ (53,088)	$ 7,420	$ 58,452	$ (47,515)	$ 10,937
Indefinite-lived intangible assets:				219			195
Total intangible assets				$ 7,639			$ 11,132

* Weighted average life in years as of December 31, 2025

The Company capitalized $0.6 million and $0.6 million of software development costs during the year ended December 31, 2025, and 2024, respectively.

Intangible asset amortization expense was $4.2 million and $5.4 million for the years ended December 31, 2025 and 2024, respectively.

	Year Ended December 31,	
(in thousands)	2025	2024
Cost of revenues	$ 175	$ 175
Operating expense	4,027	5,255
Total amortization of intangible assets	$ 4,202	$ 5,430

Estimated amortization expense of existing amortizable intangible assets for each of the five succeeding years and thereafter is as follows:

(in thousands)	
2026	$ 2,955
2027	1,683
2028	1,436
2029	950
2030	396
Thereafter	-
Total	$ 7,420

6. Balance Sheet Information

The following tables provide details of selected balance sheet items as of the periods indicated

Inventories:	December 31,	
(in thousands)	2025	2024
Finished goods	$ 5,371	$ 5,222
Work in process	3,262	2,754
Raw materials	12,172	15,269
Total	$ 20,805	$ 23,245

Property, Plant and Equipment:	December 31,	
(in thousands)	2025	2024
Machinery and equipment	$ 9,801	$ 8,139
Computer equipment and software	9,102	8,923
Leasehold improvements	2,666	2,565
Furniture and fixtures	1,274	1,243
Automobiles	60	56
	22,903	20,926
Less: accumulated depreciation	(18,116)	(15,820)
Property, plant and equipment, net	$ 4,787	$ 5,106

Depreciation expense was $1.7 million and $1.7 million for the years ended December 31, 2025 and 2024, respectively.

Other Current Liabilities:

(in thousands)	December 31, 2025	December 31, 2024
Compensation	$ 1,815	$ 1,714
Customer credits	1,374	1,286
Current portion of operating lease liabilities	1,525	1,158
Employee retention tax credit funds	6,765	3,154
Professional fees	1,742	545
Warranty costs	215	318
Other	1,425	1,234
Total	$ 14,861	$ 9,409

Long-lived Assets by Geographic Area:

Long-lived assets by geographic area, which include operating lease right-of-use assets, property, plant and equipment, and amortizable intangible assets, were as follows:

(in thousands)	December 31, 2025	December 31, 2024
United States	$ 15,661	$ 20,235
Germany	2,312	1,148
Rest of the world	1,406	792
Total long-lived assets	$ 19,379	$ 22,175

7. Restructuring Costs

On an ongoing basis, the Company reviews the global economy, the healthcare industry, and the markets in which it competes to identify operational efficiencies and align its cost base and infrastructure with customer needs and its strategic plans. In order to realize these goals, the Company undertakes activities from time to time to optimize its business.

During the year ended December 31, 2025 and 2024, the Company completed restructurings and incurred expenses of $0.2 million and $0.8 million, respectively. These costs primarily consisted of severance incurred in connection with headcount reductions in Europe and North America.

The changes in the accrued liabilities for restructuring and other charges for the years ended December 31, 2025 and 2024 were as follows:

The severance and other costs detailed above have been included as a component of other operating expenses, and all inventory-related charges are included in cost of revenues.

(in thousands)	Inventory-Related	Severance	Other	Total
Balance at December 31, 2023	$ 84	$ -	$ -	$ 84
Restructuring costs	43	792	-	835
Non-cash charges	(27)	-	-	(27)
Cash payments	(100)	(711)	-	(811)
Effect of change in currency translation	-	1	-	1
Balance at December 31, 2024	$ -	$ 82	$ -	$ 82
Restructuring costs	-	170	18	188
Non-cash charges	-	-	-	-
Cash payments	-	(258)	-	(258)
Effect of change in currency translation	-	6	-	6
Balance at December 31, 2025	$ -	$ -	$ 18	$ 18

8. Employee Benefit Plans

Employee Retirement Savings Plans

The Company sponsors various qualified employee retirement savings plans and makes contributions to match a certain portion of employee contributions. The Company contributed $0.9 million and $1.1 million to these plans for each of the years ended December 31, 2025 and 2024.

Employee Pension Plans

The Company's subsidiary in the United Kingdom, Biochrom Ltd., maintains defined benefit pension plans for its employees. In 2014, these defined benefit pension plans were closed to new employees, as well as closed to the future accrual of benefits for existing employees. The Company recognizes the funded status of the pension plans as an asset or liability in the consolidated balance sheets. The funded status equals the difference between the fair value of the plan's assets and their benefit obligations and has historically been measured each year as of December 31st. The Company records net period benefit expense (credit) as a component of other expense in the Consolidated Statement of Operations.

The Company initiated the process for a full buy-out of one of its defined benefit plans in August 2024 by purchasing from plan assets a non-participating bulk annuity from an insurance company (a "buy-in" arrangement"). This bulk annuity was used to purchase individual annuity contracts for each participant (a "buy-out" arrangement), which was completed in October 2025, at which point the remaining benefit obligations were transferred to the insurance company and the Company was relieved of any further obligation. This plan had been closed to new employees, as well as closed to the future accrual of benefits for existing employees since 2014 and represented approximately 11% percent of the Company's total pension liabilities as of December 31, 2024. The Company used $1.4 million of plan assets to purchase non-participating annuity contracts resulting in the full settlement of the benefit obligations. As a result, the Company recorded a non-cash pension settlement charge of approximately $1.2 million, primarily consisting of unrecognized actuarial losses, which is included in Other expenses, net in the Consolidated Statements of Operations.

The components of the Company's net period benefit expense for the years ending December 31, 2025 and 2024, were as follows:

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Interest cost	$ 722	$ 667
Expected return on plan assets	(888)	(887)
Net amortization loss	331	408
Loss due to settlements	1,233	-
Net periodic benefit expense	$ 1,398	$ 188

The following provides a reconciliation of the changes in the plans' fair value of assets and benefit obligations for the years ended December 31, 2025 and 2024, and a summary of the funded status as of December 31, 2025 and 2024:

	December 31,	
(in thousands)	**2025**	**2024**
Change in fair value of plan assets:		
Balance at beginning of year	$ 15,179	$ 16,940
Actual return on plan assets	618	(1,520)
Employer contributions	264	575
Settlements due to transfers paid	(1,405)	-
Service cost	(18)	-
Benefits paid	(784)	(565)
Currency translation adjustment	1,087	(251)
Balance at end of year	$ 14,941	$ 15,179

	December 31,	
(in thousands)	**2025**	**2024**
Change in benefit obligation:		
Balance at beginning of year	$ 12,789	$ 14,663
Interest cost	707	662
Actuarial loss (gain)	443	(1,760)
Settlements due to transfers paid	(1,405)	-
Benefits paid	(784)	(565)
Currency translation adjustment	918	(211)
Balance at end of year	$ 12,668	$ 12,789

(in thousands)	December 31, 2025	December 31, 2024
Fair value of plan assets	$ 14,941	$ 15,179
Benefit obligation	12,668	12,789
Net funded status	$ 2,273	$ 2,390

Changes in the actuarial (gain) loss disclosed above are primarily the result of changes in the discount rate and inflation assumptions due to underlying market conditions.

The amounts recognized in the consolidated balance sheets consist of:

(in thousands)	December 31, 2025	December 31, 2024
Other long-term assets	$ 2,273	$ 2,390
Accumulated other comprehensive loss	5,768	6,143

The weighted average assumptions used in determining the net pension cost for these plans follows:

	December 31, 2025	December 31, 2024
Discount rate	5.5%	5.5%
Expected return on assets	5.4%	5.5%

The discount rate assumptions used for pension accounting reflect the prevailing rates available on high-quality, fixed-income debt instruments with terms that match the average expected duration of the Company's defined benefit pension plan obligations.

The Company's mix of pension plan investments among asset classes also affects the long-term expected rate of return on plan assets. As of December 31, 2025, the Company's actual asset mix approximated its target mix. Differences between actual and expected returns are recognized in the calculation of net periodic pension cost over the average remaining expected future working lifetime, which is approximately 12 years for active plan participants.

The asset allocations and fair value of the Company's pension benefits as of December 31, 2025 and 2024, were as follows:

(in thousands)	December 31, 2025		December 31, 2024	
Asset category:				
Debt securities	$ 13,601	91%	$ 12,310	81%
Insurance contracts	-	0%	1,461	10%
Equity securities	486	3%	712	5%
Cash and cash equivalents	704	5%	402	3%
Other	150	1%	294	2%
Total	$ 14,941	100%	$ 15,179	100%

(in thousands)	December 31, 2025	December 31, 2024
Quoted prices in active markets for identical assets (Level 1)	$ 704	$ 402
Significant other observable inputs (Level 2)	14,237	14,777
Significant other unobservable inputs (Level 3)	-	-
Total	$ 14,941	$ 15,179

Level 1 assets consist of cash and cash equivalents held in the pension plans. The Level 2 assets primarily consist of investments in private investment funds that are valued using the net asset values provided by the trust or fund, including an insurance contract. Although these funds are not traded in an active market with quoted prices, the investments underlying the net asset value are based on quoted prices.

The Company expects to contribute approximately $0.3 million to its pension plan during 2026. The benefits expected to be paid from the pension plans are $0.7 million in 2026, $0.8 million in 2027, $0.8 million in 2028, $1.0 million in 2029, and $0.9 million in 2030. The expected benefits to be paid in the five years from 2031 to 2035 are $4.4 million. The expected benefits are based on the same assumptions used to measure the Company's benefit obligation at December 31, 2025.

9. Leases

The Company has non-cancelable operating leases for office space, manufacturing facilities, warehouse space, automobiles and equipment expiring at various dates through 2030.

The components of lease expense for the years ended December 31, 2025 and 2024, were as follows:

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Operating lease cost	$ 2,163	$ 2,049
Short-term lease cost	170	191
Sublease income	-	(68)
Total lease cost	$ 2,333	$ 2,172

Supplemental balance sheet information related to the Company's operating leases is as follows:

	December 31,	
(in thousands)	**2025**	**2024**
Operating lease right-of-use assets	$ 7,172	$ 6,132
Current portion, operating lease liabilities	$ 1,525	$ 1,158
Operating lease liabilities, long-term	6,882	6,381
Total operating lease liabilities	$ 8,407	$ 7,539
Weighted average remaining lease term (years)	4.2	5.2
Weighted average discount rate	7.9%	8.9%

Supplemental cash flow information related to the Company's operating leases is as follows:

	Year Ended December 31,	
(in thousands)	**2025**	**2024**
Cash paid for amounts included in the measurement of lease liabilities	$ 2,435	$ 2,186
Right-of-use assets obtained in exchange for lease obligations	2,283	2,945

Future minimum lease payments for operating leases, with initial terms in excess of one year at December 31, 2025, are as follows:

Year Ending December 31,	
(in thousands)	
2026	$ 2,333
2027	2,412
2028	2,324
2029	2,073
2030	865
Thereafter	-
Total lease payments	10,007
Less imputed interest	(1,600)
Total operating lease liabilities	$ 8,407

10. Debt

As of December 31, 2025 and 2024, the Company's debt consisted of the following:

(in thousands)	December 31, 2025	December 31, 2024
Term loan	$ -	$ 24,700
Revolving line	-	12,650
Less: unamortized deferred financing costs	-	(394)
Net carrying amount	$ -	$ 36,956
Term A loan		
Principal amount	$ 10,000	$ -
Deferred financing cost and discount	(708)	-
Exit fee accretion	10	-
Net carrying amount	$ 9,301	$ -
Term B loan		
Principal amount	$ 22,500	$ -
Deferred financing cost and discount	(1,593)	-
Exit fee accretion	22	-
Net carrying amount	$ 20,928	$ -
Term C Loan		
Principal amount	$ 7,500	$ -
Deferred financing cost and discount	(531)	-
Amortization of warrants	(1,329)	-
Net carrying amount	$ 5,640	$ -
Total debt	$ 35,870	$ 36,956
Long-term debt	$ 35,870	$ -
Current portion of long-term debt	$ -	$ 36,956

The Company maintained a Credit Agreement with Citizens Bank, N.A., Wells Fargo Bank, N.A., and First-Citizens Bank & Trust Company (collectively, the "Former Lenders"), through December 17, 2025. The credit agreement originally provided for a term loan of $40.0 million and a $25.0 million revolving credit facility (including a $10.0 million sub-facility for the issuance of letters of credit and a $10.0 million swingline loan sub facility) (collectively, the "Credit Facility"). The Company's obligations under the Credit Agreement were secured by substantially all of its assets, including all or a portion of the equity interests in certain of the Company's domestic and foreign subsidiaries. The Company's obligations under the Credit Agreement were guaranteed by certain of the Company's direct, domestic wholly owned subsidiaries; none of the Company's direct or indirect foreign subsidiaries guaranteed the Company's obligations under the Credit Agreement. Issuance costs of $2.0 million were amortized over the contractual term to maturity date on a straight-line basis, which approximates the effective interest method. Total revolver borrowing capacity was limited by the consolidated net leverage ratio as defined under the amended Credit Agreement.

Borrowings under the Credit Facility, at the option of the Company, bore interest at either (i) a rate per annum based on the Secured Overnight Financing Rate ("SOFR") for an interest period of one, two, three or six months, plus an applicable interest rate margin determined as provided in the Credit Agreement (a "SOFR Loan"), subject to a floor of 0.50%, or (ii) an alternative base rate plus an applicable interest rate margin, each as determined as provided in the Credit Agreement. The alternative base rate was based on the Citizens Bank prime rate or the federal funds effective rate of the Federal Reserve Bank of New York and was subject to a floor of 1.0%. Pursuant to a March 2025 amendment to the Credit Agreement (the "March 2025 Amendment"), the applicable interest rate margin was increased such that the interest rate was equal to a rate per annum based on the SOFR plus 400 bps effective as of March 10, 2025. There were no prepayment penalties in the event the Company elected to prepay and terminate the Credit Facility prior to its scheduled maturity date, subject to SOFR Loan breakage and redeployment costs in certain circumstances.

The term loan required quarterly installment payments of $1.0 million with a balloon payment at maturity on December 22, 2025. Pursuant to the March 2025 Amendment, amortization payments were revised so that a proportionate payment was required to be made on a monthly rather than a quarterly basis.

The Credit Agreement included various customary financial covenants and other affirmative and negative covenants binding on the Company. The negative covenants limited the ability of the Company, among other things, to incur debt, permit liens, make investments, sell assets, or pay dividends on its capital stock. The financial covenants included a maximum consolidated net leverage ratio and a minimum consolidated fixed charge coverage ratio. The Credit Agreement also included customary events of default.

The March 2025 Amendment provided, among other things, that the Lenders' commitment under the revolving credit facility would be capped at $12.65 million, which was the amount outstanding thereunder as of the date thereof, and thus the Company was unable to make additional borrowings under the Credit Facility. The March 2025 Amendment also established certain milestones in connection with a refinancing of the Credit Facility (the "Refinancing Milestones"), including, by June 30, 2025, the closing of the Refinancing. The Lenders also agreed not to assert any breaches of the financial covenants included in the Credit Agreement for the first quarter of 2025 provided that the Company continued to comply with its payment obligations, achieved the Refinancing Milestones, maintained minimum liquidity (defined as the sum of (a) unrestricted cash and cash equivalents and (b) the amount by which the aggregate amount committed under the Company's revolving credit facility exceeded the total amount drawn under the credit facility) of $3.5 million and provided the former administrative agent with certain financial reports.

As of June 30, 2025, the Company was not in compliance with the Refinancing Milestones and quarterly financial covenants included in the March 2025 Amendment. On August 8, 2025, the Company entered into an amendment to the Credit Agreement (the "August 2025 Amendment"), pursuant to which the Former Lenders and former administrative agent agreed, subject to the terms contained in the August 2025 Amendment, to waive the events of default due to the Company's failure to achieve certain Refinancing Milestones and its failure to comply with the consolidated net leverage ratio covenant and the consolidated fixed charge coverage ratio covenant as of the June 30, 2025 test date. Pursuant to the terms of the August 2025 Amendment, the Former Lenders also agreed not to test the net leverage ratio financial covenant and the consolidated fixed charge coverage ratio financial covenant for the fiscal quarter ended September 30, 2025, and to reduce the Company's covenant to maintain minimum liquidity (defined as the sum of (a) unrestricted cash and (b) the amount by which the aggregate amount committed under the Company's revolving credit facility exceeds the total amount drawn under the credit facility) of $3.0 million.

The August 2025 Amendment also added, as a mandatory prepayment event, the receipt of cash proceeds upon a Refinancing or upon the sale of the equity interests or all or substantially all of the assets of the Company. In addition, pursuant to the terms of the August 2025 Amendment, the applicable interest rate margin was increased such that the interest rate was equal to a rate per annum based on the SOFR plus 700 bps. In connection with the August 2025 Amendment, the Company had agreed to accomplish steps towards the Refinancing or repayment of the Credit Agreement by no later than December 5, 2025.

The Company agreed to pay fees of $0.4 million, or 1.00% of the outstanding debt, to the Former Lenders in connection with the August 2025 Amendment, of which 25% was paid upon the signing of the August 2025 Amendment and the remaining 75% was paid upon the Refinancing.

On December 17, 2025, the Company entered into a Loan and Security Agreement (the "2025 Loan Agreement") with certain financial institutions party thereto as lenders (the "Lenders") and BroadOak Income Fund, L.P., as the administrative agent and collateral agent. The 2025 Loan Agreement provides for the following term loans: (i) a term loan in an aggregate principal amount of $10.0 million (the "Term A Loan"), (ii) a term loan in an aggregate principal amount of $22.5 million (the "Term B Loan") and (iii) a term loan in an aggregate principal amount of $7.5 million (the "Term C Loan" and, together with the Term A Loan and Term B Loan, the "Term Loans"). The Term A Loan and Term B Loan are senior secured obligations maturing on December 31, 2029 (the "Maturity Date"). Commencing December 31, 2027 (the "Amortization Date"), the Company is required to make quarterly principal amortization payments on the Term A Loan and Term B Loan. The Amortization Date and Maturity Date may be extended by one year if the Company achieves a certain adjusted EBITDA milestone. The Term C Loan is a senior secured convertible term loan maturing on the Maturity Date that is convertible, together with accrued and unpaid interest, into shares of common stock of the Company, $0.01 par value per share (the "Common Stock") at a conversion price of $1.00 per share from January 2, 2026 until the maturity of the Term Loans. The conversion right may be exercised at the Lenders' option, or automatically if the share price of the Common Stock exceeds $1.50 per share for thirty consecutive trading days. The Term C Loan may not be prepaid by the Company prior to maturity, except in the event of a repayment in full of all of the Term Loans or a change of control of the Company, in which case the Lenders may elect whether to convert their Term C Loan into Common Stock or to be repaid in full in cash. The proceeds of the Term Loans were used to repay all obligations under the Company's prior credit facility for which Citizens Bank, N.A. served as former administrative agent, to pay transaction fees and expenses and for working capital and other general corporate purposes.

The Term Loans will bear interest at a per annum rate equal to the greater of (i) 12.80% from the date of the 2025 Loan Agreement through the 2025 Loan Agreement's second anniversary, then 12.50% thereafter and (ii) the prime rate detailed in the 2025 Loan Agreement plus 5.25%. Interest on the Term Loans is payable in cash in arrears on the last calendar day of each month; however, at the Company's option, interest on the Term C Loan may be payable in kind. If any portion of the Term Loans are prepaid prior to maturity, the Company will be required to pay a prepayment premium in an amount equal to (a) 3.00% of the principal amount of such prepaid Term Loans if such prepayment occurs on or before the first anniversary of the closing of the transaction, (b) 2.00% of the principal amount of such prepaid Term Loans if such prepayment occurs after the first anniversary but on or prior to the second anniversary of the closing of the transaction, (c) 1.00% of the principal amount of such prepaid Term Loans if such prepayment occurs after the second anniversary but on or prior to the third anniversary of the closing of the transaction and (d) 0.00% thereafter. However, no prepayment premium will be payable with respect to any Term A Loan prepaid before March 31, 2027. Additionally, an exit fee of 10.00% will be payable on any Term Loan amounts that are prepaid or repaid, including at maturity, except that no exit fee will be payable with respect to any Term C Loan that convert into Common Stock. With respect to the principal amount of the Term A Loan and the Term B Loan that are outstanding as of the fifteen month anniversary of the closing date, the exit fee percentage shall be reduced by 1.00% for every $2.0 million of the principal amount of Term A Loan that had been repaid or prepaid prior to the fifteen month anniversary of the closing date.

The Company's obligations under the 2025 Loan Agreement are required to be guaranteed by certain of the Company's domestic subsidiaries. The Company's obligations under the 2025 Loan Agreement are secured by substantially all of the assets of the Company and each guarantor.

The 2025 Loan Agreement includes customary affirmative, negative, and financial covenants binding on the Company and its subsidiaries, including delivery of financial statements and other reports and maintenance of existence. The negative covenants limit the ability of the Company and its subsidiaries, among other things, to incur debt, incur liens, make investments, sell assets and pay dividends on its capital stock. The financial covenants set forth in the 2025 Loan Agreement include a minimum liquidity covenant, which will apply at all times, and a minimum Adjusted EBITDA covenant, which will be tested at the end of each fiscal quarter of the Company. The 2025 Loan Agreement also includes customary events of default.

The Company was in compliance with the minimum liquidity requirement and the minimum Adjusted EBITDA covenant, each as defined in the 2025 Loan Agreement, measured on a trailing 12-month basis, of at least $6,000,000 for the fiscal quarter ending December 31, 2025.

In connection with the 2025 Loan Agreement, the Company issued detachable warrants to the Lenders and its participants to purchase up to an aggregate 2,000,000 shares of Common Stock at an exercise price equal to $0.50 per share. The warrants are exercisable for a seven-year period beginning December 17, 2025. The warrants may also be exercised on a cashless basis under certain circumstances under the 2025 Loan Agreement.

The shares of common stock issuable upon the exercise of such warrants and conversion of the Term C Loan (the "Underlying Shares") were not initially registered under the Securities Act of 1933, as amended. Within 45 days of the date of the 2025 Loan Agreement, the Company was required to prepare and file with the U.S. Securities and Exchange Commission a registration statement covering the resale of the Underlying Shares. The Company filed this registration statement covering the Underlying Shares on January 30, 2026, and it was declared effective on February 9, 2026.

The Company determined that warrants issued in connection with 2025 Loan Agreement met the definition of a freestanding financial instrument and qualified for treatment as permanent equity. Warrants recorded as equity are recorded at the fair market value determined at issuance date and are not remeasured after that. The fair value of these 2,000,000 warrants was $1.4 million and was estimated using the Black-Scholes valuation model with the following assumptions: fair value of the Company's common stock at issuance of $0.69 per share; four year expected term; 140.4% volatility; 0% dividend rate; and a risk-free interest rate of 3.6%. The Company allocated the value of warrants between the relative fair value of the notes payable without the warrants, and the warrants themselves at the time of issuance. The allocated portion of the warrants was treated as a debt discount and amortized over the term of the note. The amortization of the debt discount is recognized as interest expense.

The Company accretes loan exit fees into interest expense over the contractual terms of the 2025 Loan Agreement, to the extent that such amounts are expected to be paid.

In connection with the debt refinancing transaction on December 17, 2025 as described above, the Company paid to the Lenders a customary closing fee of $0.8 million. The Company also incurred certain legal costs and other fees; these fees and costs totaling $2.1 million. These fees and costs were deferred on the Company's balance sheet as a reduction of the carrying value of the Term Loans and will be amortized to interest expense over the contractual terms of the Loan Agreement.

The refinancing of our prior credit facility is considered a debt extinguishment and, as such, $0.1 million of net deferred financing costs and fees primarily related to the Prior Credit Facility were expensed in December 2025 and included in Other expense, net in our Consolidated Statement of Operations.

For the year ended December 31, 2025 and 2024 contractual interest expense and non-cash interest expense was $3.6 million and $3.2 million and $1.3 million and $0.3 million, respectively.

As a result of exploring alternative sources of capital that would allow the Company to refinance the outstanding indebtedness due to the Former Lenders, the Company incurred approximately $1.4 million of legal and professional fees, which is included in Other expense, net on our Consolidated Statement of Operations.

The effective interest rate on the Company's borrowings for years ended December 31, 2025 and 2024 was 13.7% and 8.1%, respectively. The weighted average interest rate as of December 31, 2025 and 2024, net of the effect of the Company's interest rate swap agreement, was 12.8% and 8.4%, respectively. The carrying value of the debt approximated fair value because the interest rate under the obligation approximates market rates of interest available to the Company for similar instruments.

The future maturities of debt outstanding as of December 31, 2025, excluding debt issuance costs, amortization of warrant and exit fee accretion, are as follows:

(in thousands)	
2026	$ -
2027	1,625
2028	6,500
2029	31,875
2030	-
Thereafter	-
Total	$ 40,000

11. Derivatives

In February 2023, the Company entered into an interest rate swap contract to improve the predictability of cash flows from interest payments related to its variable, SOFR-based debt. The swap contract had a notional amount of $21.7 million as of December 31, 2024, and was scheduled to mature on December 22, 2025. This swap contract effectively converts the SOFR-based variable portion of the interest payable under the Credit Agreement into fixed-rate debt at an annual rate of 4.75%. The swap contract does not impact the additional interest related to the applicable interest rate margin as discussed above in Note 10, Debt. The swap contract is considered an effective cash flow hedge, and as a result, net gains or losses are reported as a component of other comprehensive income ("OCI") in the consolidated financial statements and are reclassified when the underlying hedged interest impacts earnings. An assessment is performed quarterly to evaluate the ongoing hedge effectiveness. As part of the refinancing on December 17, 2025, the Company terminated the interest rate swap effective December 11, 2025. Following the swap termination, $0.1 million of unrealized gain related to the terminated interest rate swap included in accumulated other comprehensive income (loss) was reclassified to earnings as a reduction to interest expense through December 31, 2025.

The following table presents the notional amount and fair value of the Company's derivative instrument as of December 31, 2024:

(in thousands)		December 31, 2024	
Derivatives Instruments	**Balance Sheet Classification**	**Notional Amount**	**Fair Value (a)**
Interest rate swap	Other current liabilities	$ 21,658	$ (99)

(a) See Note 13 for the fair value measurements related to this financial instrument.

The following table summarizes the effect of derivatives designated as cash flow hedging instruments for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
Derivatives Qualifying as Hedges, net of tax (in thousands)	**2025**	**2024**
Gain (loss) recognized in OCI on derivatives (effective portion)	$ 99	$ 100
Amounts reclassified from AOCI to interest expense	(75)	136

12. Marketable Equity Securities

In April 2023, the Company received shares of common stock of Harvard Apparatus Regenerative Technology, Inc. ("HRGN", formerly known as Biostage, Inc.) in connection with settlement of indemnification obligations related to litigation which was resolved during the year ended December 31, 2022. During the year ended December 31, 2024, the Company sold its HRGN shares for $1.9 million and recorded a loss on equity securities of $1.6 million.

13. Fair Value Measurements

The following tables present the fair value hierarchy for those assets or liabilities measured at fair value on a recurring basis:

	Fair Value as of December 31, 2025			
Assets (Liabilities) (in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Interest rate swap agreement	$ -	$ -	$ -	$ -

	Fair Value as of December 31, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest rate swap agreement	$ -	$ (99)	$ -	$ (99)

The Company uses the market approach technique to value its financial assets and liabilities. The Company's financial assets and liabilities carried at fair value include, when applicable, derivative instruments used to hedge the Company's interest rate risks. The fair value of the Company's interest rate swap agreement was based on SOFR-yield curves at the reporting date.

14. Stock-Based Compensation

Stock-based compensation expense for the years ended December 31, 2025 and 2024, was allocated as follows:

	Year Ended December 31,	
(in thousands)	2025	2024
Cost of revenues	$ 103	$ 122
Sales and marketing expenses	459	599
General and administrative expenses	939	3,165
Research and development expenses	354	454
Total stock-based compensation	$ 1,855	$ 4,340

As of December 31, 2025, the total compensation costs related to unvested awards not yet recognized is $1.4 million and the weighted average period over which it is expected to be recognized is approximately 1.7 years. During the years ended December 31, 2025 and 2024, the Company did not capitalize any stock-based compensation.

Equity Incentive Plans

During 2021, the Company's board of directors and stockholders adopted the 2021 Incentive Plan which authorized additional shares available for grants to officers, employees, non-employee directors and other key persons of the Company and its subsidiaries. As of December 31, 2025, there were approximately 2.2 million shares available for issuance under the 2021 Incentive Plan.

Restricted Stock Units with a Market Condition

The Company granted deferred awards of market condition restricted stock units (the "Market Condition RSUs") to certain members of the Company's management team. The vesting of the Market Condition RSUs is linked to the achievement of a relative total shareholder return ("TSR") of the Company's common stock measured from the earlier of (i) the measurement period as set out in the award agreement or (ii) upon a change of control (measured relative to the Nasdaq Biotechnology or Russell 2000 index and based on a 20-day trading average price) and is subject to a one-year holding period after vesting.

For Market Condition RSUs with a measurement period that concluded during the years ended December 31, 2024, the TSR of the Company's common stock relative to the applicable index resulted in achieving a weighted average vesting of 21% of the target, respectively. Market Condition RSUs outstanding as of December 31, 2025 remain subject to a TSR measurement which can result in vesting rates ranging from 0% to 150% of the target number.

The weighted average estimated fair value of the Market Condition RSUs that were granted during the year ended December 31, 2025 was $0.67 per unit. The estimate of the fair value was determined using a Monte-Carlo valuation simulation, which included the following assumptions:

Volatility	89.8%
Risk-free interest rate	3.7%
Correlation coefficient	36.5%
Dividend yield	-%

The Company used historical volatility to calculate the expected volatility matching the expected holding period. The risk-free interest rate assumption is based upon observed U.S. Treasury bill interest rates (risk-free) corresponding with the requisite service period. Additionally, the Company assumes a liquidity discount to adjust the fair value for the one-year holding period post-vest restrictions.

Restricted Stock Units with a Performance Condition

Performance-based RSU awards are contingent on the achievement of certain performance metrics. Compensation cost associated with performance-based RSUs are recognized based on the estimated number of shares that the Company ultimately expects will be earned. If the estimated number of shares to be earned is revised in the future, then stock-based compensation expense will be adjusted accordingly.

Stock-Based Payment Awards

Restricted stock unit activity for the years ended December 31, 2025 and 2024, was as follows:

	Time-Based Restricted Stock Units	Grant Date Fair Value	Market-Based Restricted Stock Units	Grant Date Fair Value	Performance-Based Restricted Stock Units	Grant Date Fair Value
Balance at December 31, 2023	1,164,996	$ 3.28	801,845	$ 3.37	-	$ -
Granted	1,078,213	3.85	-	-	375,895	4.19
Vested	(717,119)	3.62	(51,732)	3.30	-	-
Cancelled/Forfeited	(147,095)	3.60	(191,155)	5.60	-	-
Balance at December 31, 2024	1,378,995	$ 3.51	558,958	$ 2.61	375,895	$ 4.19
Granted	1,347,821	0.48	500,000	0.67	-	-
Vested	(754,707)	3.27	-	-	-	-
Forfeited	(367,827)	3.57	(558,958)	2.61	(211,815)	4.19
Balance at December 31, 2025	1,604,282	$ 1.07	500,000	$ 0.67	164,080	$ 4.19

The aggregate fair value of RSUs that vested during the years ended December 31, 2025, and 2024 was $0.4 million and $1.8 million, respectively. Unvested shares related to market-based and performance-based vesting conditions are reflected at 100% of their target vesting amount in the table above. Actual vesting could range from zero to 150% of their target amounts.

Stock option activity for the years ended December 31, 2025 and 2024, was as follows:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2023	924,067	$ 3.37		
Exercised	(13,586)	3.18		
Cancelled/Forfeited	(83,023)	4.70		
Outstanding and exercisable at December 31, 2024	827,458	$ 3.24		
Cancelled/Forfeited	(663,445)	3.20		
Outstanding and exercisable at December 31, 2025	164,013	$ 3.40	2.2	$ -

There is no aggregate intrinsic value at December 31, 2025 because the Company's closing stock price of $0.67 is below the exercise price of the outstanding options. The aggregate intrinsic value of options exercised was nil and nil for the years ended December 31, 2025 and 2024, respectively.

Employee Stock Purchase Plan ("ESPP")

The Company has an employee stock purchase plan under which eligible employees may purchase a limited number of shares of common stock at a discount of up to 15% of the market value of such stock at pre-determined and plan-defined dates. There were 0.1 million and 0.1 million shares issued under the ESPP during the years ended December 31, 2025 and 2024, respectively. As of December 31, 2025, there were 30 shares available for issuance under the ESPP.

15. Income Tax

Income tax (benefit) expense for the years ended December 31, 2025 and 2024, consisted of:

(in thousands)	Year Ended December 31, 2025	2024
Current income tax expense:		
Federal and state	$ (6)	$ 140
Foreign	(127)	290
	(133)	430
Deferred income tax (benefit) expense:		
Federal and state	(431)	(70)
Foreign	(122)	380
	(553)	310
Total income tax (benefit) expense	$ (686)	740

The effective tax rate for the year ended December 31, 2025 was 1.1% as compared with (6.3)% for the same period in 2024. The difference between the Company's effective tax rate year over year was primarily attributable to a goodwill impairment, an increase in the Company's GILTI inclusion, and a decrease in the change in the Company's valuation allowance.

Income tax expense for the years ended December 31, 2025 and 2024, differed from the amount computed by applying the U.S. federal income tax rate of 21% to pre-tax loss as a result of the following:

(in thousands)	Year Ended December 31, 2025	
U.S. federal statutory tax rates	$ (11,963)	21.0%
State and local income taxes, net of federal income tax benefit (a)	(150)	0.3%
Foreign tax effects		
Spain		
Goodwill impairment	715	-1.3%
Other	(76)	0.1%
United Kingdom		
Goodwill impairment	1,403	-2.5%
Other	(281)	0.5%
Other foreign jurisdictions	208	-0.4%
Effect of changes in tax laws or rates enacted in the current period	(13)	0.0%
Effect of cross-border tax laws	281	-0.49%
Tax credits	507	-0.9%
Change in valuation allowance allocated to income tax	1,386	-2.57%
Nontaxable or nondeductible items		
Goodwill impairment	6,565	-11.5%
Other	415	-0.7%
Change in reserve for uncertain tax position	(170)	0.3%
Other	487	-0.9%
Total income tax (benefit)	$ (686)	1.1%

(a) Taxes in Massachusetts and Minnesota make up the majority of the effect of the state and local tax category.

(in thousands)	Year Ended December 31, 2024
Income tax benefit computed at federal statutory tax rate	$ (2,450)
Increase (decrease) in income taxes resulting from:	
Permanent differences, net	82
Non-deductible executive compensation	243
Global Intangible Low-Taxed Income (GILTI)	-
State income taxes, net of federal income tax benefit	(245)
Stock-based compensation	210
Tax credits	52
Net operating loss true-ups and expirations	(125)
Change in reserve for uncertain tax position	(233)
Impact of change to prior year tax accruals	398
Change in valuation allowance allocated to income tax	2,666
Other	142
Total income tax expense	$ 740

Income tax expense was based on the following pre-tax (loss) income:

(in thousands)	Year Ended December 31, 2025	2024
Domestic	$ (47,480)	$ (10,966)
Foreign	(9,906)	(699)
Total	$ (57,386)	$ (11,665)

Income taxes paid (net of refunds) of ($0.1) million for the year ended December 31, 2025 disaggregated as follows:

(in thousands)	Year Ended December 31, 2025
Federal	$ -
State	26
Foreign	(124)
Total income taxes paid (net of refunds)	$ (98)

The tax effects of temporary differences that give rise to significant components of the deferred tax assets and deferred tax liabilities at December 31, 2025 and 2024, were as follows:

	Year Ended December 31,	
(in thousands)	2025	2024
Deferred income tax assets:		
Inventory	$ 881	$ 1,036
Operating loss and credit carryforwards	12,817	12,371
Research and development	3,973	4,776
Employee retention credit	1,409	1,409
Lease liabilities	1,451	1,675
Accrued expenses	242	472
Stock compensation	208	699
Deferred interest expense	1,689	1,023
Other assets	704	204
Total gross deferred assets	23,374	23,665
Less: valuation allowance	(19,873)	(17,769)
Deferred tax assets	3,501	5,896
Deferred income tax liabilities:		
Indefinite-lived intangible assets	296	1,990
Definite-lived intangible assets	1,682	2,468
Lease right-of-use assets	1,159	1,339
Employee benefit plans	568	597
Other liabilities	113	120
Total deferred tax liabilities	3,818	6,514
Deferred income tax liabilities, net	$ (317)	$ (618)

Deferred income tax assets and liabilities by classification on the consolidated balance sheets were as follows:

	Year Ended December 31,	
(in thousands)	2025	2024
Deferred tax assets (included in other long-term assets)	$ -	$ 92
Deferred income tax liabilities	(317)	(710)
Deferred income tax liability, net	$ (317)	$ (618)

As of December 31, 2025, the Company had federal net operating loss carryforwards of $5.4 million, state net operating loss carryforwards of $11.4 million, and foreign net operating loss carryforwards of $7.1 million The federal and foreign net operating losses can be carried forward indefinitely while the state net operating losses expire between 2025 and 2044, all of which are partially offset by valuation allowances. The Company had $7.1 million of federal research and development tax credit carryforwards which begin to expire in 2025 and are partially offset by a reserve of $0.8 million for uncertain tax positions. The Company had a total of $2.8 million of state investment tax credit carryforwards, research and development tax credit carryforwards, and enterprise zone credit carryforwards, which begin to expire in 2026 and are partially offset by a reserve of $0.3 million for uncertain tax positions. In addition, the Company had a total of $0.4 million of international R&D credits which begin to expire in 2037. The Internal Revenue Code (“IRC”) limits the amounts of net operating loss carryforwards or credits that a company may use in any one year in the event of a change in ownership under IRC Sections 382 or 383.

As of December 31, 2025 and 2024, the Company maintained a total valuation allowance of $19.9 million and $17.8 million, respectively, which related to foreign, federal, and state deferred tax assets in both years. The valuation allowance was based on estimates of taxable income in each of the jurisdictions in which the Company operates and the period over which deferred tax assets will be recoverable. The net change in the total valuation allowance for the years ended December 31, 2025 and 2024, was an increase of $2.1 million and $2.5 million, respectively. The change in valuation allowance for the year ended December 31, 2025 of $2.1 million was recorded through continuing operations and relates to federal, state, and foreign jurisdictions in the amounts of $1.4 million, $0.3 million, and $0.4 million, respectively.

As of December 31, 2025 and 2024, cash and cash equivalents held by the Company's foreign subsidiaries were $2.7 million and $2.7 million, respectively. As of December 31, 2025, the Company has determined the potential income tax and withholding liability related to available cash balances at foreign subsidiaries to be immaterial.

A summary of activity of unrecognized tax benefits is as follows:

(in thousands)		
Balance at December 31, 2023	$	2,222
Additions based on tax positions of prior years		172
Decreases based on tax positions of prior years		(382)
Additions based on tax positions of current year		111
Other decreases, net		(134)
Balance at December 31, 2024		1,989
Additions based on tax positions of prior years		-
Decreases based on tax positions of prior years		(159)
Additions based on tax positions of current year		34
Other decreases, net		(75)
Balance at December 31, 2025	$	1,789

The Company classifies interest and penalties related to unrecognized tax benefits as a component of income tax expense, which has not been significant during the years ended December 31, 2025 and 2024, respectively.

With a few exceptions, the Company is no longer subject to income tax examinations by tax authorities in foreign jurisdictions for the years before 2020. In the U.S., the Company's net operating loss and tax credit carryforward amounts remain subject to federal and state examination for tax years starting in 2006 as a result of tax credits generated in the prior years. There are currently no pending federal or state tax examinations.

On July 4, 2025, the One Big Beautiful Bill Act (the "Act") was signed into law. The Act includes several significant tax-related provisions, including the permanent extension of certain elements of the Tax Cuts and Jobs Act. The legislation features staggered effective dates beginning in 2025 and continuing through 2027. The Company has incorporated the provisions from the Act into the year end 2025 income tax provision and has concluded that these changes did not have a significant impact on its consolidated financial statements and related disclosures.

16. Commitments and Contingent Liabilities

The Company is involved in various claims and legal proceedings arising in the ordinary course of business. After consultation with legal counsel, the Company has determined that the ultimate disposition of such proceedings is not likely to have a material adverse effect on its business, financial condition, results of operations or cash flow. Although unfavorable outcomes in the proceedings are possible, the Company has not accrued loss contingencies relating to any such matters as they are not considered to be probable and reasonably estimable. If one or more of these matters are resolved in a manner adverse to the Company, the impact on the Company's business, financial condition, results of operations and cash flows could be material.

In January 2026, the Company received notification from a third-party alleging a potential claim for breach of contract. The Company does not concede the validity of any allegations and is vigorously defending the matter. While the outcome is uncertain, it is reasonably possible a loss could be incurred. Management estimates the range of potential loss to be between $0.1 million and $0.8 million. The Company does not expect that this matter will have a material adverse impact on its financial position.

In addition, the Company has entered into indemnification agreements with its directors and officers. It is not possible to determine the maximum potential liability amount under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. The Company has not recorded any liability for costs related to contingent indemnification obligations as of December 31, 2025 and 2024.

The Company is subject to unclaimed property laws in the ordinary course of its business. State escheat laws generally require entities to report and remit abandoned and unclaimed property to the state. Failure to timely report and remit the property can result in assessments that could include interest and penalties, in addition to the payment of the escheat liability itself. The Company recorded an expense of $0.3 million during the year ended December 31, 2024, related to the completion of unclaimed property audits which have been included in other operating expenses in the consolidated statement of operations.

17. Government Assistance

As there is no authoritative guidance under U.S. GAAP on accounting for grants to for profit business entities from government entities, the Company accounts for government assistance by analogy to International Accounting Standards Topic 20, *Accounting for Government Grants and Disclosure of Government* Assistance (IAS 20). Under IAS 20, government grants are recognized when there is reasonable assurance that the grant will be received and that all conditions related to the grant will be met. Grants related to income are presented as part of the consolidated statements of operations either as a deduction of the related expense or reported separately in other income. The Company recognizes government assistance that supplements salaries or research activities as a reduction of the related operating expense over the period for which it is intended to compensate. Government assistance that is not directly related to expense reimbursement or relates to costs incurred in a previous fiscal period is recorded as other income.

The Coronavirus Aid, Relief, and Economic Security Act of 2020 provided an employee retention tax credit ("ERTC") that was a refundable tax credit against certain employer taxes. The Company elected to account for the credit as a government grant. The Company received ERTC refunds of $3.6 million and $3.2 million during the years ended December 31, 2025 and 2024, respectively. Due to the subjectivity of the credit, the Company has included the refunds received in other current liabilities in the consolidated balance sheet as of December 31, 2025 and 2024, subject to a determination that the refunds are recognizable. The Company engaged a professional services firm under a commission fee arrangement to assist with determining the Company's eligibility to claim the ERTC refunds and accumulating the necessary support that was used as a basis in the filing. During the year ended December 31, 2025 and 2024, the Company paid fees of $0.5million and $0.5 million for these services, which are included in other operating expenses in the consolidated statement of operations.

For the years ended December 31, 2025 and 2024, the Company received $0.7 million and $0.5 million, respectively, under other government assistance programs. The majority of the assistance was a result of the Company's German subsidiaries participating in programs established to offset the costs of qualifying research and development activities and employee training.

18. Segment Information

The Company conducts business as a single operating segment which is based upon the Company's organizational and management structure, as well as information used by the CODM to allocate resources and other factors. The accounting policies of the segment are the same as those described in Note 2.

The key measure of segment profitability that the CODM uses to allocate resources and assess performance is consolidated net income (loss), as reported on the consolidated statements of operations. The CODM utilizes consolidated net loss by comparing actual results against budgeted amounts on a quarterly basis. The following table presents the significant revenue and expense categories of the Company's single operating segment:

	Year Ended December 31,	
	2025	2024
Revenues	$ 86,550	$ 94,135
Less:		
Cost of revenues (1)	36,537	39,247
Sales and marketing expenses (1)	18,757	21,613
General and administrative expenses (1)	16,803	18,328
Research and development expenses (1)	8,471	9,952
Amortization of acquired intangibles	4,027	5,255
Interest expense	4,917	3,536
Income tax (benefit) expense	(686)	740
Goodwill impairment	47,951	-
Other segment expenses (2)	6,473	7,869
Net loss	$ (56,700)	$ (12,405)

(1) Excludes stock-based compensation expense
(2) Includes stock-based compensation, other operating expenses, loss on pension settlement, loss on equity securities and other expense

Asset information provided to the CODM is consistent with that reported on the consolidated balance sheets with particular emphasis on the Company's available liquidity, including its cash, accounts receivable, and inventory, reduced by current liabilities. Information relating to the Company's products and services and geographical distribution of revenues is disclosed in Note 3.

19. Subsequent Event

In January 2026, the Company announced a comprehensive plan, referred to as Project Viking, for the strategic consolidation of its manufacturing operations to improve efficiency and support long-term growth. The Company is expected to close its manufacturing facility in Holliston, MA and transition U.S. production to its manufacturing hub in Minneapolis, MN. Certain operations will also be relocated to facilities in Germany, Sweden, and the UK, intended to align specific product lines with their designated center of excellence and most strategically advantageous logistical location. The Company expects the initiative to deliver approximately $3 million in cost savings in 2027, and approximately $4 million in annual cost savings beginning in 2028, while improving throughput and execution. The Company expects to incur pre-tax restructuring charges related to Project Viking in the range of approximately $3.4 to $4.4 million, including non-cash asset write-off and/or accelerated depreciation charges in the range of approximately $0.6 to $0.7 million, primarily related to the exit of production activities and manufacturing operations at the Holliston, MA site. These amounts are estimates and are subject to future changes.

On January 30, 2026, the Company filed a new registration statement on Form S-3 with the SEC, which was declared effective on February 9, 2026, to register the offer and sale from time to time, of up to 9,500,000 shares of its common stock. The registration statement includes up to 2,000,000 shares of common stock issuable upon the exercise of warrants at an exercise price of $0.50 per share, which Warrants were issued pursuant to the Loan and Security Agreement, dated December 17, 2025, by and among the Company, certain financial institutions party thereto as Lenders, and BroadOak Income Fund, L.P., and up to 7,500,000 shares of common stock issuable upon the conversion of the outstanding principal amount, together with accrued and unpaid interest, of a convertible term loan in the aggregate principal amount of $7.5 million borrowed pursuant to the Loan Agreement at a conversion price of $1.00 per share.

On March 6, 2026, stockholders approved an amendment to the Harvard Bioscience, Inc. Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of our issued and outstanding shares of common stock, $0.01 par value per share, at a ratio within the range of 1-for-5 and 1-for-15. On March 6, 2026, the Company's board of directors determined to effectuate the reverse stock split at a ratio of 1-for-10, effective March 13, 2026.

The reverse stock split decreased the issued and outstanding shares by a reduction of 39,707,905shares. The following table illustrates the proforma effect on EPS as if the reverse stock split had occurred on January 1, 2025 (unaudited):

(in thousands, except per share data)	Year Ended December 31, 2025
Weighted average shares outstanding - basic (pre- reverse split)	44,391
Proforma weighted average shares outstanding - basic (post-reverse split)	4,439
Weighted average shares outstanding - diluted (pre- reverse split)	44,391
Weighted average shares outstanding - diluted (post-reverse split)	4,439
Historical basic loss per share (pre-reverse split)	$ (1.28)
Proforma basic loss per share (post-reverse split)	$ (12.80)
Historical diluted loss per share (pre-reverse split)	$ (1.28)
Proforma diluted loss per share (post-reverse split)	$ (12.80)

EXHIBIT INDEX

The following exhibits are filed as part of this Annual Report on Form 10-K. Where such filing is made by incorporation by reference to a previously filed document, such document is identified.

Exhibit	Description	Method of Filing
2.1§	Separation and Distribution Agreement between Harvard Bioscience, Inc. and Biostage, Inc. (f/k/a Harvard Apparatus Regenerative Technology, Inc.) dated as of October 31, 2013.	Exhibit to the Current Report on Form 8-K (filed November 6, 2013) and incorporated by reference thereto.
3.1	Second Amended and Restated Certificate of Incorporation of Harvard Bioscience, Inc.	Exhibit to the Registration Statement on Form S-1/A (File No. 333-45996) (filed November 9, 2000) and incorporated by reference thereto.
3.1.1	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Harvard Bioscience, Inc.	Exhibit to the Current Report on Form 8-K (filed March 6, 2026) and incorporated by reference thereto.
3.2	Amended and Restated By-laws of Harvard Bioscience, Inc.	Exhibit to the Registration Statement on Form S-1/A (File No. 333-45996) (filed November 9, 2000) and incorporated by reference thereto.
3.3	Amendment No. 1 to Amended and Restated Bylaws of Harvard Bioscience, Inc. (as adopted October 30, 2007).	Exhibit to the Current Report on Form 8-K (filed November 1, 2007) and incorporated by reference thereto.
3.4	Amendment No. 2 to Amended and Restated Bylaws of Harvard Bioscience, Inc. (as adopted January 19, 2026).	Exhibit to the Current Report on Form 8-K (filed January 20, 2026) and incorporated by reference thereto.
4.1	Specimen certificate for shares of Common Stock, $0.01 par value, of Harvard Bioscience, Inc.	Exhibit to the Registration Statement on Form S-1/A (File No. 333-45996) (filed November 9, 2000) and incorporated by reference thereto.
4.2	Description of Securities.	Exhibit to the Annual Report on Form 10-K (filed March 16, 2020) and incorporated by reference thereto.
4.3	Form of Warrant to Purchase Common Stock	Exhibit to the Current Report on Form 8-K (filed December 17, 2025) and incorporated by reference thereto.
10.1 #	Harvard Bioscience, Inc. Fourth Amended and Restated 2000 Stock Option and Incentive Plan.	Exhibit to the Quarterly Report on Form 10-Q (filed August 10, 2020) and incorporated by reference thereto.
10.2	Harvard Bioscience, Inc. Employee Stock Purchase Plan, as amended.	Disclosed as Appendix A to the Proxy Statement on Schedule 14A (filed April 7, 2022) and incorporated by reference thereto.
10.3	Form of Director Indemnification Agreement.	Exhibit to the Quarterly Report on Form 10-Q (filed May 8, 2020) and incorporated by reference thereto.
10.4 +	Trademark License Agreement, dated December 19, 2002, by and between Harvard Bioscience, Inc. and President and Fellows of Harvard College.	Exhibit to the Annual Report on Form 10-K (filed March 9, 2023) and incorporated by reference thereto.
10.5 #	Form of Incentive Stock Option Agreement (Executive Officers).	Exhibit to the Annual Report on Form 10-K (filed March 16, 2006) and incorporated by reference thereto.
10.6 #	Form of Non-Qualified Stock Option Agreement (Executive Officers).	Exhibit to the Annual Report on Form 10-K (filed March 16, 2006) and incorporated by reference thereto.

10.7 #	Form of Non-Qualified Stock Option Agreement (Non-Employee Directors).	Exhibit to the Annual Report on Form 10-K (filed March 16, 2006) and incorporated by reference thereto.
10.8 #	Form of Deferred Stock Award Agreement.	Exhibit to the Annual Report on Form 10-K (filed March 16, 2011) and incorporated by reference thereto.
10.9 #	Form of Market Condition Deferred Stock Award Agreement.	Exhibit to the Annual Report on Form 10-K (filed March 16, 2020) and incorporated by reference thereto.
10.10 #	Employment Agreement between Harvard Bioscience, Inc. and James Green.	Exhibit to the Current Report on Form 8-K (filed July 8, 2019) and incorporated by reference thereto.
10.11 #	Employment Agreement between Harvard Bioscience, Inc. and Jennifer Cote dated June 19, 2023	Exhibit to the Current Report on Form 8-K (filed June 20, 2023) and incorporated by reference thereto.
10.12	Credit Agreement dated as of December 22, 2020 among Harvard Bioscience, Inc., as borrower, the lenders party thereto, and Citizens Bank, N.A., as administrative agent.	Exhibit to the Current Report on Form 8-K (filed December 23, 2020) and incorporated by reference thereto.
10.13	Pledge and Security Agreement dated as of December 22, 2020 among Harvard Bioscience, Inc., certain of Harvard Bioscience's direct and indirect subsidiaries and Citizens Bank, N.A., as administrative agent.	Exhibit to the Current Report on Form 8-K (filed December 23, 2020) and incorporated by reference thereto.
10.14	First Amendment to Credit Agreement and Amendment to Pledge and Security Agreement, dated April 28, 2022, among Harvard Bioscience, Inc., Citizens Bank, N.A., as the administrative agent, and the lenders party thereto.	Exhibit to the Current Report on Form 8-K (filed April 28, 2022) and incorporated by reference thereto.
10.15	Second Amendment to Credit Agreement and Amendment to Pledge and Security Agreement, dated November 8, 2022, among Harvard Bioscience, Inc., Citizens Bank, N.A., as the administrative agent, and the lenders party thereto.	Exhibit to the Form 10-Q (filed November 9, 2022) and incorporated by reference thereto.
10.16	Guarantee Agreement dated as of December 22, 2020 among Harvard Bioscience, Inc., certain of Harvard Bioscience's direct and indirect subsidiaries and Citizens Bank, N.A., as administrative agent.	Exhibit to the Current Report on Form 8-K (filed December 23, 2020) and incorporated by reference thereto.
10.17	Third Amendment to Credit Agreement dated March 28, 2024, among Harvard Bioscience, Inc., Citizen Bank, N. A., as the administrative agent, and the lenders party thereto.	Exhibit to the Current Report on Form 8-K (filed April 3, 2024) and incorporated by reference thereto.
10.18	Fourth Amendment to Credit Agreement dated August 6, 2024, among Harvard Bioscience, Inc., Citizen Bank, N. A., as the administrative agent, and the lenders party thereto.	Exhibit to the Form 10-Q (filed August 8, 2024) and incorporated by reference thereto.
10.19	Fifth Amendment to Credit Agreement dated March 10, 2025, among Harvard Bioscience, Inc., Citizen Bank, N. A., as the administrative agent, and the lenders party thereto.	Exhibit to the Current Report on Form 8-K (filed March 12, 2025) and incorporated by reference thereto.
10.20#	Harvard Bioscience, Inc. 2021 Incentive Plan.	Exhibit to the Current Report on Form 8-K (filed May 19, 2021) and incorporated by reference thereto.
10.21#	Form of Performance RSU Award Agreement - 2021 Incentive Plan.	Exhibit to the Annual Report on Form 10-K (filed March 11, 2022) and incorporated by reference thereto.

10.22#	Form of Time-Based RSU Awards Agreement – 2021 Incentive Plan.	Exhibit to the Annual Report on Form 10-K (filed March 11, 2022) and incorporated by reference thereto.
10.23#	Form of RSU Award for Directors – 2021 Incentive Plan.	Exhibit to the Annual Report on Form 10-K (filed March 11, 2022) and incorporated by reference thereto.
10.24#	Form of Time-Based Restricted Stock Unit Award Agreement -2021 Incentive Plan (for awards granted on or after March 5, 2024)	Exhibit to the Form 10-Q (filed August 8, 2024) and incorporated by reference thereto.
10.25#	Form of Performance-Based Restricted Stock Unit Award Agreement -2021 Incentive Plan (for awards granted on or after March 5, 2024)	Exhibit to the Form 10-Q (filed August 8, 2024) and incorporated by reference thereto.
10.26#	Form of Director and Officer Indemnification Agreement	Exhibit to the Form 10-Q (filed August 8, 2024) and incorporated by reference thereto.
10.27#	Offer of Employment by Harvard Bioscience, Inc. for Mark Frost, dated April 10, 2025	Exhibit to the Current Report on Form 8-K (filed April 10, 2025) and incorporated by reference thereto.
10.28#	Retention Benefit Opportunity Agreement by and between Harvard Bioscience, Inc. and Mark Frost, dated August 13, 2025	Exhibit to the Current Report on Form 8-K (filed August 13, 2025) and incorporated by reference thereto.
10.29#	Employment Agreement by and between Harvard Bioscience, Inc. and John Duke, dated July 16, 2025	Exhibit to the Current Report on Form 8-K (filed July 17, 2025) and incorporated by reference thereto.
10.30	Sixth Amendment to and Waiver under Credit Agreement dated August 8, 2025, among Harvard Bioscience, Inc., Citizen Bank, N. A., as the administrative agent, and the lenders party thereto.	Exhibit to the Current Report on Form 8-K (filed August 11, 2025) and incorporated by reference thereto.
10.31	Loan and Security Agreement by and among Harvard Bioscience, Inc., certain lenders, certain guarantors and BroadOak Income Fund, L.P., as administrative agent and collateral agent, dated December 17, 2025	Exhibit to the Current Report on Form 8-K (filed December 17, 2025) and incorporated by reference thereto.
10.32	Employment Agreement by and between Harvard Bioscience, Inc. and John Duke, dated March 6, 2026	Exhibit to the Current Report on Form 8-K (filed March 10, 2026) and incorporated by reference thereto.
10.33	Appointment of Chief Financial Officer and Employment Agreement by and between Harvard Bioscience, Inc. and Mark Frost, dated March 6, 2026	Exhibit to the Current Report on Form 8-K (filed March 10, 2026) and incorporated by reference thereto.
19	Insider Trading Policy	Filed with this report
21.1	Subsidiaries of the Registrant	Filed with this report
23.1	Consent of Grant Thornton LLP	Filed with this report
31.1	Certification of Chief Financial Officer of Harvard Bioscience, Inc., pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed with this report
31.2	Certification of Chief Executive Officer of Harvard Bioscience, Inc., pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed with this report
32.1	Certification of Chief Financial Officer of Harvard Bioscience, Inc., 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 Chief Executive Officer of Harvard Bioscience, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	*
97	Harvard Bioscience Inc., Dodd-Frank Clawback Policy	Exhibit to the Annual Report on Form 10-K filed March 7, 2024, and incorporated by reference thereto.
101.INS	Inline XBRL Instance Document	Filed with this report
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Filed with this report
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Filed with this report
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Filed with this report
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	Filed with this report
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Filed with this report

104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101)

+ Portions of this exhibit have been redacted in compliance with Item 601(b)(10) of Regulation S-K.

* This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934

Management contract or compensatory plan or arrangement.

§ The schedules and exhibits have been omitted. A copy of any omitted schedule or exhibit will be furnished to the SEC supplementally upon request. The Company will furnish to stockholders a copy of any exhibit without charge upon written request.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HARVARD BIOSCIENCE, INC.

Date: March 13, 2026

By: /s/ JOHN DUKE
John Duke
Chief Executive Officer

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JOHN DUKE **John Duke**	Chief Executive Officer and Director (Principal Executive Officer)	March 13, 2026
/s/ MARK FROST **Mark Frost**	Chief Financial Officer and Treasurer (Principal Financial Officer)	March 13, 2026
/s/ KATHERINE A. EADE **Katherine A. Eade**	Director	March 13, 2026
/s/ ROBERT GAGNON **Robert Gagnon**	Director	March 13, 2026
/s/ SETH BENSON **Seth Benson**	Director	March 13, 2026
/s/ STEPHEN DENELSKY **Stephen DeNelsky**	Director	March 13, 2026
/s/ WILLIAM SNIDER **William Snider**	Director	March 13, 2026

EXHIBIT 19

INSIDER TRADING POLICY

Revised February 2026

Harvard Bioscience, Inc. and its subsidiaries (collectively, the "Company") are committed to complying with applicable securities regulations and maintaining the highest ethical standards. We prohibit the trading in Company securities while in possession of material non-public information about the Company.

Summary of Key Points

- Trading in Company securities while in possession of material non-public information ("Inside Information") is a violation of this Policy as well as federal and state laws regulating securities ("Securities Laws"), and is known as "insider trading".
- Individuals who engage in insider trading may be subject to consequences that include, among other things, imprisonment, fines, and termination of their relationship with the Company.
- You are prohibited from trading in derivatives relating to the Company's stock (for example, buying or selling puts or calls) or otherwise hedging the Company's stock (for example, short selling).
- The Company imposes Blackout Periods (explained below), both scheduled and unscheduled, during which you may not trade in Company securities. However, even outside of Blackout Periods, you must comply with all requirements under applicable Securities Laws and this Policy.
- Designated Insiders (defined below) must obtain the Compliance Officer's written permission prior to trading in Company securities, regardless of whether there is a Blackout Period in effect.
- The Company's Chief Financial Officer is the Compliance Officer, except that with respect to proposed transactions by the Compliance Officer, all such transactions must be approved by the Company's Chief Executive Officer.
- While this Policy is designed to assist you in avoiding violation of Securities Laws, it is your personal responsibility to comply with Securities Laws while trading in Company securities. If you are unsure whether any planned trading in Company securities is in compliance with this Policy and applicable Securities Laws, you should consult with the Chief Financial Officer, who serves as the Compliance Officer for this Policy.

Trading While in Possession of Material Non-Public Information Is Prohibited

While in possession of material non-public information, you may not offer to buy, sell, or otherwise transact in Company securities, including common stock, options and any other securities that the Company may issue, such as preferred stock, notes, bonds and convertible securities, as well as derivative securities. It is also a violation of this Policy and applicable Securities Laws to disclose Inside Information to another individual for the purpose of enabling that person to trade in Company securities on the basis of that Inside Information.

You are required to comply with all Securities Laws and are prohibited from misusing corporate information.

In the ordinary course of business, you may learn highly sensitive information regarding the Company and our activities. This information may not be adequately disclosed to the general public at the time you become aware of it, but nonetheless may be considered "material" to an investor's decision about whether to trade in the Company's securities.

It may be difficult to determine whether particular information is material or not. Although you may be entrusted with this information due to your relationship with the Company, the Inside Information is the property of the Company. Consequently, pursuant to this Policy as well as applicable Securities Laws, you may not use Inside Information for personal gain, either by trading in securities yourself, or through an agent, or by passing the information on to others to enable them to profit through trading.

This Policy was developed to provide you with an overview of the most significant aspects of insider trading. It also was developed generally to advise you of your legal responsibilities in handling Inside Information and the severe repercussions that may be imposed for any misuse of such information, including, among other things, imprisonment, fines, and termination of your relationship with the Company. However, it is your responsibility to comply with all Securities Laws when you trade in Company securities.

Other Prohibited Transactions

In order to avoid even the appearance of impropriety, you are prohibited from engaging in the following activities related to Company securities *whether or not you are in possession of material non-public information*:

- Hedging Company Securities. This prohibition includes effecting any transaction designed to hedge or offset economic risks of owning Company securities. Hedging is highly speculative and may also create the appearance of a lack of confidence in the Company's future prospects. Prohibited hedging activities include short sales of Company securities and selling security futures related to Company securities.

- Trading in Options or Derivatives Related to Company Securities. These activities are highly speculative and prohibited by this Policy.

- Purchases of Company Securities on Margin. You may not purchase Company securities on margin (i.e., borrowing money to fund the stock purchase). This prohibition does not apply to cashless exercises of employee stock options.

Non-Public Information

Non-public information is typically information that members of the investing public may not generally be able to access. It is important to note that even after information is disclosed to the general public or the market, such information still may be considered non-public until it has been widely disseminated (such as through a press release or a filing with the Securities and Exchange Commission) and the market has had sufficient time to absorb and respond to such information. For this reason, trading may not resume until at least one full trading day has passed after such disclosures have been made.

Material Information

In general, information is considered material if typical investors would likely consider it to be significant in arriving at a decision to buy, sell, or hold the stock of a company or would view its disclosure as significantly altering the "total mix" of information available to such investors. Information also is material if it would likely cause a change in the price of a company's securities if such information became public.

While it is not possible to outline all types of material information, the following matters should be considered prior to trading in Company securities:

✔ Financial results and reporting (including earnings guidance, revenues, expenses, earnings, earnings estimates, and new sales or investment returns)
✔ Actual or anticipated signing of, or cancellation of, major contracts
✔ Potential mergers, acquisitions, divestitures, and restructuring activities
✔ Cybersecurity risks and incidents
✔ Changes in senior management
✔ Actual or threatened litigation, investigations, or related activities
✔ Information related to product releases, audits, regulatory certifications, defects, or recalls
✔ Offerings of Company securities

Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, the point at which negotiations or product development are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on operations or stock price should it occur.

If you are in doubt about whether information you possess is considered material or non-public, you should consult the Company's Compliance Officer.

Blackout Periods

To support compliance with Securities Laws and this Policy, you may not buy, sell, transfer, or otherwise trade in Company securities during a Blackout Period. Blackout Periods are imposed during times when individuals within the Company are likely to have Inside Information.

However, even during times when there is no Blackout Period, you may possess Inside Information, and are therefore prohibited from trading in Company securities at those times.

- Scheduled Blackout Periods. The Company has designated four Scheduled Blackout Periods associated with the Company's fiscal quarters and subsequent financial reporting and disclosures.

Blackout Beginning	Blackout Expiration
On the **20th** calendar day of the final month in each fiscal quarter (currently March, June, September, and December).	After the completion of **one** full trading day following public release of the Company's earnings.

  If the Company's financial reporting and disclosures are made after the start of any trading day, the Scheduled Blackout Period will not end until one full trading day has elapsed (beginning on the next trading day).

- Special Blackout Periods. From time to time, the Company may institute additional Blackout Periods for all or a subset of directors or employees (a "Special Blackout Period"). The Compliance Officer, or his/her designee, will communicate the imposition or extension of a Special Blackout Period to all affected parties. Individuals subject to a Special Blackout Period may not disclose to anyone the fact that trading has been suspended, including other employees (who may themselves not be subject to the blackout), friends, or brokers. The imposition of a Special Blackout Period is to be treated as material non-public information.

Scheduled Blackout Period Exceptions

You must seek authorization from the Company's Compliance Officer in writing in order to trade in Company securities during a Scheduled Blackout Period.

In particular, if you are not in possession of material non-public information, you may request an exception in the following circumstances:

- Gifts and Related Transactions. This includes acquisitions, dispositions, and sales of Company securities for no consideration, including genuine gifts, inheritances, or transfers to family members or trusts.

Additional Restrictions for Designated Insiders

To support compliance with applicable Securities Laws and this Policy, the Company has identified specific individuals (collectively "Designated Insiders") who must follow additional pre-clearance procedures and comply with additional trading restrictions. Designated Insiders include:

- Members of the Company's Board of Directors;
- Section 16 Officers (those Company employees designated as Section 16 officers in writing by the Board of Directors); and
- Any other person designated by the Compliance Officer in writing.

Pre-clearance Requirements:

Designated Insiders are required to obtain written pre-clearance from the Company's Compliance Officer prior to issuing instructions to trade in Company securities *at any time* – even during an open trading window. In addition, Designated Insiders must obtain written pre-clearance from the Company's Compliance Officer prior to authorizing any change in beneficial ownership in Company securities, including ownership changes through a gift to a charity or a transfer to a family trust.

Pre-clearance Conditions:

Designated Insiders may not provide instructions to engage in any transactions related to Company securities until and unless they receive written pre-clearance from the Company's Compliance Officer. If the Designated Insider receives pre-clearance, the Designated Insider will have until the end of the fifth trading day following the date pre-clearance is received to provide instructions to take investment actions, unless otherwise noted by the Compliance Officer.

Transaction Completion Notification:

Designated Insiders must provide the Compliance Officer with written notice of the completion of any cleared transaction within two business days of the completion of any investment action.

Securities Filing Obligations:

Certain Designated Insiders, including directors and Section 16 Officers, may have individual reporting requirements under the Securities Exchange Act of 1934. The Company, in its sole discretion, may provide administrative and other support services for completing and/or filing applicable regulatory filings.

Exceptions:

The trading restrictions of this policy do not apply to the following:

- Investing 401(k) plan contributions in a Company stock fund in accordance with the Company's 401(k) plan. However, any changes in your investment election regarding the Company's stock are subject to trading restrictions under this policy.

- Purchasing Company stock through periodic, automatic payroll contributions to the Company's Employee Stock Purchase Plan ("ESPP"). However, electing to enroll in the ESPP, making any changes in your elections under the ESPP and selling any Company stock acquired under the ESPP are subject to trading restrictions under this policy.

- Exercising stock options granted under the Company's stock option and equity incentive plans for cash or the delivery of previously owned Company stock. However, the sale of any shares issued on the exercise of Company-granted stock options and any cashless exercise of Company-granted stock options are subject to trading restrictions under this policy.

- The vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. This policy does apply, however, to any market sale of restricted stock and restricted stock units.

10b5-1 Trading Plans

Eligible directors and employees may wish to establish a 10b5-1 Trading Plan under which transactions in Company securities may take place during a Blackout Period. However, the 10b5-1 Trading Plan may only be established during a non-Blackout Period and when the individual is not in possession of any material non-public information about the Company. All newly adopted or amended 10b5-1 Trading Plans must have a "cooling off period" during which period trades cannot occur under the 10b5-1 Trading Plan. For directors and executive officers, the applicable "cooling off period" begins upon adoption or amendment of the 10b5-1 Trading Plan and ends on the later of (x) ninety (90) days after adoption or amendment and (y) three (3) business days following the disclosure of the Company's financial results in a Form 10-Q or Form 10-K filed with the Securities and Exchange Commission for the fiscal quarter in which the 10b5-1 Trading Plan was adopted, subject to a maximum of 120 days. For all other employees, the applicable "cooling off period" is the 30-day period after adoption or amendment of the 10b5-1 Trading Plan. Each 10b5-1 Trading Plan must be reviewed and approved by the Compliance Officer in advance of its adoption. In addition, all modifications to a 10b5-1 Trading Plan, including termination before its natural expiration, are trading decisions subject to the pre-clearance procedures outlined above for Designated Insiders. If the 10b5-1 Trading Plan is for the benefit of the Chief Financial Officer or Chief Executive Officer of the Company, such approvals shall require the pre-approval by the Chair of the Compensation Committee of the Board of Directors. Plan transactions that comply with a pre-approved trading plan will not require further pre-clearance at the time of the transaction. If you wish to establish a 10b5-1 Trading Plan, contact the Compliance Officer for approval. The Compliance Officer shall promptly notify the Chair of the Compensation Committee of the approval of any 10b5-1 Trading Plan.

Discussion and Disclosure of Company Information

Employees other than those expressly designated by the Company shall not discuss information about the Company, any subsidiary, affiliate, or business partner with the press, analysts, or other persons outside of the Company. This includes social media interactions and online content contributions.

Announcements of information regarding the Company, our subsidiaries, affiliates, and business partners may only be made by persons specifically authorized by the Company to make such announcements.

Securities Laws govern the nature and timing of such announcements to outsiders or the public, and unauthorized disclosure could result in substantial liability for you, the Company, our management, and others. Inquiries by any third party about such information should be directed to our Compliance Officer.

Your Responsibilities

The ultimate responsibility for complying with Securities Laws and this Policy rests with you. It can sometimes be difficult to know whether a potential transaction complies with the law or this Policy. When any doubt exists, you should assume that you possess material non-public information and refrain from trading in Company securities until you have consulted with the Compliance Officer.

Material Non-Public Information Related to Other Companies

In the course of normal business, you may obtain material non-public information about *other* companies, such as vendors, customers, competitors, and potential acquisition targets. You must keep this information confidential and are prohibited from trading in related securities while in possession of this information.

Household Members

You are responsible for ensuring that members of your household understand the rules regarding insider trading and comply with this Policy, including Scheduled Blackout Periods and Special Blackout Periods.

Questions and Assistance

In some cases, you may have questions about whether the information you possess may be considered material or if it has been made public. In these instances, you should seek assistance from the Compliance Officer.

Policy Violations

Failure to abide by applicable Securities Laws and this Policy may result in civil and criminal liabilities, as well as Company disciplinary action, up to and including termination of employment or other relationship with the Company.

Policy Enforcement

This Policy is enforced by the Compliance Officer with authority from the Board of Directors. The Compliance Officer may consult with the Company's other officers and/or outside legal counsel. The Compliance Officer may designate one or more individuals who may perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties.

The Compliance Officer is responsible for ensuring that:

- this Policy is reviewed and updated, as appropriate;
- pre-clearance requests are reviewed in a timely manner and documented in accordance with a pre- established procedure;
- directors, employees, and contractors have been trained on this Policy; and
- allegations of non-compliance or violation of this Policy are investigated.

Policy Application

This Policy applies to all our directors, employees, contractors, and part-time and temporary workers globally. This Policy also applies to those who share a household with someone otherwise subject to this Policy.

In addition, individuals who have recently departed from the Company or otherwise terminated a relationship with the Company will be expected to comply with the terms of this Policy for a minimum of 30 days after the date of departure or termination of the relationship or for the period of time during which such individuals are in possession of Inside Information until its public release and absorption by the securities market, whichever period is longer.

ACKNOWLEDGMENT AND CERTIFICATION

The undersigned does hereby acknowledge receipt of the Company's Insider Trading Policy. The undersigned has read and understands (or has had explained) such policy and agrees to be governed by such policy at all times in connection with the purchase and sale of securities and the confidentiality of nonpublic information.

(Signature)

_____

(Please print name)

Date: _____

EXHIBIT 21.1

Subsidiaries Of Harvard Bioscience, Inc.

Name	Jurisdiction
Biochrom Limited	United Kingdom
CMA Microdialysis Ab	Sweden
Data Sciences (UK) Mn, Ltd.	United Kingdom
Data Sciences Eurl	France
Data Sciences GmbH	Germany
DSI (Shanghai) Trading Co Ltd.	China
Harvard Bioscience (Shanghai) Co. Ltd.	China
Hugo Sachs Elektronik - Harvard Apparatus GmbH	Germany
Multichannel Systems MCS GmbH	Germany
Panlab S.L.	Spain

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 13, 2026, with respect to the consolidated financial statements included in the Annual Report of Harvard Bioscience, Inc. on Form 10-K for the year ended December 31, 2025. We consent to the incorporation by reference of said reports in the Registration Statements of Harvard Bioscience, Inc on Forms S-3 (File No. 333-283637 and File No. 333-293099) and on Forms S-8 (File No. 333-174476, File No. 333-204760, File No. 333-225365, File No. 333-249943, File No. 333-256295 and File No. 333-265487).

/s/ GRANT THORNTON LLP

Hartford, Connecticut
March 13, 2026

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Frost, certify that:

1. I have reviewed this annual report on Form 10-K of Harvard Bioscience, 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: March 13, 2026

/s/ MARK FROST
Mark Frost
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John Duke, certify that:

1. I have reviewed this annual report on Form 10-K of Harvard Bioscience, 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: March 13, 2026

/s/ JOHN DUKE

John Duke
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned officer of Harvard Bioscience, Inc. (the "Company") hereby certifies to his knowledge that the Company's annual report on Form 10-K for the year ended December 31, 2025 to which this certification is being furnished as an exhibit (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b) (32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b) (32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B)shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: March 13, 2026

/s/ MARK FROST
Name: Mark Frost
Title: Chief Financial Officer

Exhibit 32.2

CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned officer of Harvard Bioscience, Inc. (the "Company") hereby certifies to his knowledge that the Company's annual report on Form 10-K for the year ended December 31, 2025 to which this certification is being furnished as an exhibit (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b) (32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b) (32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: March 13, 2026

/s/ JOHN DUKE
Name: John Duke
Title: Chief Executive Officer