

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 4, 2022

HARVARD BIOSCIENCE, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-33957  
(Commission File Number)

04-3306140  
(I.R.S. Employer Identification No.)

84 October Hill Road  
Holliston, MA 01746  
(Address of Principal Executive Offices) (Zip Code)

(508) 893-8999  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 Stock Market                   |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 2.02. Results of Operations and Financial Condition.**

On August 3, 2022, Harvard Bioscience, Inc. (the “Company”) issued a press release announcing financial results for the three months ended June 30, 2022 and the details of a related conference call to be held at 8:00 AM ET on August 4, 2022. The press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| <a href="#">99.1</a>  | <a href="#">Press Release issued by Harvard Bioscience, Inc. on August 3, 2022</a> |
| 104                   | Cover Page Interactive Data File (embedded within the XBRL document)               |

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**SIGNATURE**

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

**HARVARD BIOSCIENCE, INC.**

Date: August 4, 2022

By: /s/ Michael A. Rossi  
Michael A. Rossi  
Chief Financial Officer



## Harvard Bioscience Announces Second Quarter 2022 Financial Results

HOLLISTON, Mass., August 3, 2022 (GLOBE NEWSWIRE) -- Harvard Bioscience, Inc. (Nasdaq: HBIO) (the "Company") today announced financial results for the second quarter ended June 30, 2022.

Jim Green, Chairman and CEO, said, "Our second quarter revenues were essentially flat compared to the prior year quarter as growth in our cellular/molecular product revenues were offset by reductions in pre-clinical revenues and an unfavorable foreign currency impact. Adjusted operating income for Q2 was lower than prior year due primarily to incremental investments in R&D and increased marketing expenses. Gross margin improved to 58% from 57%. On a GAAP basis, operating income for Q2 includes a \$4.9 million benefit recorded associated with resolution of litigation related to a former subsidiary. Cash payments by the company associated with the settlement of the litigation were completed in Q2."

Green continued, "Subsequent to Q2, we completed identification of non-strategic products to discontinue, with shipments for affected products expected to cease in the next few quarters. This portfolio optimization and other cost actions taken is expected to result in a reduction of approximately 5% of the global workforce. We expect these changes to support our strategic long-term growth targets, and to underpin our targets for gross margin and operating margin expansion.

Green concluded, "Looking at the full year 2022, considering significant currency impacts, volatility in Europe and continued Covid related impacts in China, we are taking a more conservative view on revenue and expect 1-to-5% reported revenue growth and adjusted operating margin for the year of 13-to-14%.

### Quarterly Financial Results Summary

|  | <u>Q2'22</u>    | <u>Q2'21</u>    |
|--|-----------------|-----------------|
| Revenues                               | \$ 29.2 million | \$ 29.2 million |
| Operating Income (GAAP)                | \$ 4.0 million  | \$ 0.1 million  |
| Adjusted Operating Income              | \$ 3.1 million  | \$ 4.3 million  |
| Operating Margin (GAAP)                | 13.7 %          | 0.2 %           |
| Adjusted Operating Margin              | 10.5 %          | 14.6 %          |
| Diluted Income (Loss) Per Share (GAAP) | \$ 0.06         | \$ (0.01)       |
| Diluted Adjusted Earnings Per Share    | \$ 0.05         | \$ 0.06         |
| Net Debt*                              | \$ 45.2 million | \$ 38.2 million |

\* Debt outstanding less cash and cash equivalents

For more details on Q2 2022 performance, a slide presentation that will be referenced during the webcast referenced below will be posted to our Investor Relations website shortly before the webcast begins.

Please refer to the exhibits below for a reconciliation of certain non-GAAP to GAAP financial measures, including operating income, net income and loss, diluted earnings per share and adjusted EBITDA. Please see “Use of Non-GAAP Financial Information” for additional information regarding our use of such adjusted financial information.

### **Webcast and Conference Call Details**

Harvard Bioscience will be hosting a conference call and webcast today at 8:00 a.m. Eastern Time.

Participants who want to join the call and ask a question must register here (<https://protect-us.mimecast.com/s/TLXrCVO00AhmZ7pHGsnPs?domain=register.vevent.com>). Once registered, you will receive the dial-in numbers and a unique PIN number.

Participants who want to join the audio-only webcast should go to our events and presentations on the investor website here ([https://protect-us.mimecast.com/s/A\\_eCW6jjLuZ42nSxJXTS?domain=investor.harvardbioscience.com](https://protect-us.mimecast.com/s/A_eCW6jjLuZ42nSxJXTS?domain=investor.harvardbioscience.com)).

### **Use of Non-GAAP Financial Information**

In this press release, we have included non-GAAP financial information including adjusted operating income, adjusted operating margin, adjusted net income, adjusted diluted earnings per share, and adjusted EBITDA. We believe that this non-GAAP financial information provides investors with an enhanced understanding of the underlying operations of the business. For the periods presented, these non-GAAP financial measures have excluded certain expenses and income primarily resulting from purchase accounting or events that we do not believe are related to the underlying operations of the business such as amortization of intangibles related to acquisitions, costs related to acquisition, disposition and integration initiatives, impairment charges, severance, restructuring and other business transformation expenses, and stock-based compensation expense. They also exclude the tax impact of the reconciling items. This non-GAAP financial information approximates information used by our management to internally evaluate the operating results of the Company. Any non-GAAP financial statement information included herein are accompanied by a reconciliation to the nearest corresponding GAAP measure which are included as exhibits below in this press release.

The non-GAAP financial information provided in this press release should be considered in addition to, not as a substitute for, the financial information provided and presented in accordance with GAAP and may be different than other companies’ non-GAAP financial information.

### **About Harvard Bioscience**

Harvard Bioscience is a leading developer, manufacturer and seller of technologies, products and services that enable fundamental research, discovery, and pre-clinical testing for drug development. Our customers range from renowned academic institutions and government laboratories, to the world’s leading pharmaceutical, biotechnology and contract research organizations. With operations in North America, Europe, and China, we sell through a combination of direct and distribution channels to customers around the world.

For more information, please visit our website at [www.harvardbioscience.com](http://www.harvardbioscience.com).

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## Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. You can identify these statements by our use of such words as "will," "guidance," "objectives," "optimistic," "potential," "future," "expects," "plans," "estimates," "continue," "drive," "strategy," "potential," "potentially," "growth," "long-term," "projects," "projected," "intends," "believes," "goals," "sees," "seek," "develop" "possible" "new," "emerging," "opportunity," "pursue" and similar expressions that do not relate to historical matters. Forward-looking statements in this press release or that may be made during our conference call may include, but are not limited to, statements or inferences about the Company's or management's beliefs or expectations, the Company's anticipated future revenues and earnings, the strength of the Company's market position and business model, industry outlook, the impact of the COVID-19 pandemic and related supply chain disruptions on the Company's business, the Company's business strategy, the positioning of the Company for growth, the market demand and opportunity for the Company's current products, or products it is developing or intends to develop, and the Company's plans, objectives and intentions that are not historical facts. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Investors should note that many factors, as more fully described under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021, and in our other filings with the Securities and Exchange Commission and as otherwise enumerated herein or therein may cause the Company's actual results to differ materially from those in the forward-looking statements. The forward-looking statements in this press release are qualified by these risk factors. The Company's results may also be affected by factors of which the Company is not currently aware. The Company may not update these forward-looking statements, even though its situation may change in the future, unless it has obligations under the federal securities laws to update and disclose material developments related to previously disclosed information.

For investor inquiries, please contact Michael A. Rossi, Chief Financial Officer at (508) 893-8999

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**HARVARD BIOSCIENCE, INC.**  
**Consolidated Statements of Operations**  
(unaudited, in thousands, except per share data)

|                                     | Three Months Ended |               | Six Months Ended |               |
|-------------------------------------|--------------------|---------------|------------------|---------------|
|                                     | June 30, 2022      | June 30, 2021 | June 30, 2022    | June 30, 2021 |
| Revenues                            | \$ 29,208          | \$ 29,197     | \$ 57,986        | \$ 56,186     |
| Cost of revenues                    | 12,571             | 12,844        | 25,172           | 24,402        |
| Gross profit                        | 16,637             | 16,353        | 32,814           | 31,784        |
| Operating expenses:                 |                    |               |                  |               |
| Sales and marketing expenses        | 6,587              | 5,730         | 13,274           | 11,116        |
| General and administrative expenses | 5,981              | 6,399         | 12,306           | 12,732        |
| Research and development expenses   | 3,497              | 2,701         | 6,717            | 5,188         |
| Amortization of intangible assets   | 1,454              | 1,465         | 2,920            | 2,929         |
| Settlement of litigation, net       | (4,880)            | -             | 311              | -             |
| Total operating expenses            | 12,639             | 16,295        | 35,528           | 31,965        |
| Operating income (loss)             | 3,998              | 58            | (2,714)          | (181)         |
| Other (expense) income:             |                    |               |                  |               |
| Interest expense                    | (515)              | (377)         | (899)            | (788)         |
| Other (expense) income, net         | (62)               | (313)         | 16               | (347)         |
| Total other expense                 | (577)              | (690)         | (883)            | (1,135)       |
| Income (loss) before income taxes   | 3,421              | (632)         | (3,597)          | (1,316)       |
| Income tax expense (benefit)        | 986                | (222)         | 848              | (237)         |
| Net income (loss)                   | \$ 2,435           | \$ (410)      | \$ (4,445)       | \$ (1,079)    |
| Income (loss) per common share:     |                    |               |                  |               |
| Basic                               | \$ 0.06            | \$ (0.01)     | \$ (0.11)        | \$ (0.03)     |
| Diluted                             | \$ 0.06            | \$ (0.01)     | \$ (0.11)        | \$ (0.03)     |
| Weighted-average common shares:     |                    |               |                  |               |
| Basic                               | 41,304             | 40,152        | 41,256           | 39,960        |
| Diluted                             | 42,561             | 40,152        | 41,256           | 39,960        |

**HARVARD BIOSCIENCE, INC.**  
**Condensed Consolidated Balance Sheets**  
**(unaudited, in thousands)**

|   | <u>June 30, 2022</u> | <u>December 31, 2021</u> |
|---|----------------------|--------------------------|
| <b>Assets</b>                               |                      |                          |
| Cash and cash equivalents                   | \$ 4,259             | \$ 7,821                 |
| Accounts receivables                        | 17,847               | 21,834                   |
| Inventories                                 | 29,336               | 27,587                   |
| Other current assets                        | 5,056                | 4,341                    |
| Total current assets                        | 56,498               | 61,583                   |
| Property, plant and equipment               | 3,394                | 3,415                    |
| Goodwill and other intangibles              | 80,451               | 85,074                   |
| Other long-term assets                      | 14,930               | 12,272                   |
| Total assets                                | <u>\$ 155,273</u>    | <u>\$ 162,344</u>        |
| <b>Liabilities and Stockholders' Equity</b> |                      |                          |
| Current portion, long-term debt             | \$ 2,720             | \$ 3,235                 |
| Other current liabilities                   | 20,634               | 22,081                   |
| Total current liabilities                   | 23,354               | 25,316                   |
| Long-term debt, net                         | 45,764               | 45,095                   |
| Other long-term liabilities                 | 8,651                | 8,532                    |
| Stockholders' equity                        | 77,504               | 83,401                   |
| Total liabilities and stockholders' equity  | <u>\$ 155,273</u>    | <u>\$ 162,344</u>        |



**HARVARD BIOSCIENCE, INC.**  
**Condensed Consolidated Statements of Cash Flows**  
**(unaudited, in thousands)**

|   | <b>Six Months Ended</b> |                      |
|---|-------------------------|----------------------|
|   | <b>June 30, 2022</b>    | <b>June 30, 2021</b> |
| <b>Cash flows from operating activities:</b>                |                         |                      |
| Net loss  | \$ (4,445)              | \$ (1,079)           |
| Adjustments to operating cash flows                         | 3,220                   | 5,789                |
| Changes in operating assets and liabilities                 | (951)                   | (2,905)              |
| Net cash (used in) provided by operating activities         | <u>(2,176)</u>          | <u>1,805</u>         |
| <b>Cash flows from investing activities:</b>                |                         |                      |
| Additions to property, plant and equipment                  | (913)                   | (357)                |
| Additions to intangible assets                              | -                       | (150)                |
| Net cash used in investing activities                       | <u>(913)</u>            | <u>(507)</u>         |
| <b>Cash flows from financing activities:</b>                |                         |                      |
| Borrowing from revolving line of credit                     | 5,300                   | -                    |
| Repayment of revolving line of credit                       | (3,600)                 | (4,000)              |
| Repayment of term debt                                      | (1,686)                 | (1,000)              |
| Payments of debt issuance costs                             | -                       | (102)                |
| Proceeds from exercise of stock options and stock purchases | 282                     | 2,759                |
| Taxes related to net share settlement of equity awards      | (780)                   | (990)                |
| Net cash used in financing activities                       | <u>(484)</u>            | <u>(3,333)</u>       |
| Effect of exchange rate changes on cash                     | <u>11</u>               | <u>(45)</u>          |
| Decrease in cash and cash equivalents                       | (3,562)                 | (2,080)              |
| Cash and cash equivalents at the beginning of period        | 7,821                   | 8,317                |
| Cash and cash equivalents at the end of period              | <u>\$ 4,259</u>         | <u>\$ 6,237</u>      |

**HARVARD BIOSCIENCE, INC.**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (unaudited)**  
**Three Months Ended June 30, 2022**  
**(in thousands, except per share data)**

| Statement of Operations                   | GAAP         | Stock-Based<br>Compensation | Acquired Assets<br>Amortization | Settlement,<br>Restructuring,<br>Transformation | Income<br>Taxes | ADJUSTED     |
|---|--------------|-----------------------------|---------------------------------|---|-----------------|--------------|
| Revenues                                  | \$ 29,208    | -                           | -                               | -   | -               | \$ 29,208    |
| Cost of revenues                          | 12,571       | (52)                        | (9)                             | (82)  | -               | 12,428       |
| Gross profit                              | 16,637       | 52                          | 9                               | 82  | -               | 16,780       |
| <b>Gross Margin</b>                       | <b>57.0%</b> |                             |                                 |   |                 | <b>57.5%</b> |
| Operating expenses:                       |              |                             |                                 |   |                 |              |
| Sales and marketing expenses              | 6,587        | (192)                       | (1)                             | (255)   | -               | 6,139        |
| General and administrative expenses       | 5,981        | (923)                       | (15)                            | (825)   | -               | 4,218        |
| Research and development expenses         | 3,497        | (72)                        | (9)                             | (50)  | -               | 3,366        |
| Amortization of intangible assets         | 1,454        | -                           | (1,454)                         | -   | -               | -            |
| Settlement of litigation, net             | (4,880)      | -                           | -                               | 4,880   | -               | -            |
| Total operating expenses                  | 12,639       | (1,187)                     | (1,479)                         | 3,750   | -               | 13,723       |
| <b>Operating Expenses - % of Revenues</b> | <b>43.3%</b> |                             |                                 |   |                 | <b>47.0%</b> |
| Operating income (loss)                   | 3,998        | 1,239                       | 1,488                           | (3,668)   | -               | 3,057        |
| <b>Operating Margin</b>                   | <b>13.7%</b> |                             |                                 |   |                 | <b>10.5%</b> |
| Other expense:                            |              |                             |                                 |   |                 |              |
| Interest expense                          | (515)        | -                           | -                               | -   | -               | (515)        |
| Other expense, net                        | (62)         | -                           | -                               | -   | -               | (62)         |
| Total other expense                       | (577)        | -                           | -                               | -   | -               | (577)        |
| Income before income taxes                | 3,421        | 1,239                       | 1,488                           | (3,668)   | -               | 2,480        |
| Income tax expense (benefit)              | 986          | -                           | -                               | -   | (517)           | 469          |
| Net income (loss)                         | \$ 2,435     | \$ 1,239                    | \$ 1,488                        | \$ (3,668)                                      | \$ 517          | \$ 2,011     |
| Income per share                          | \$ 0.06      |                             |                                 |   |                 | \$ 0.05      |
| Diluted weighted average common shares    | 41,304       |                             |                                 |   |                 | 42,561       |

**HARVARD BIOSCIENCE, INC.**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (unaudited)**  
**Three Months Ended June 30, 2021**  
**(in thousands, except per share data)**

| Statement of Operations                   | GAAP         | Stock-Based<br>Compensation | Acquired Assets<br>Amortization | Restructuring,<br>Transformation | Income<br>Taxes | ADJUSTED     |
|---|--------------|-----------------------------|---------------------------------|----------------------------------|-----------------|--------------|
| Revenues                                  | \$ 29,197    | -                           | -                               | -                                | -               | \$ 29,197    |
| Cost of revenues                          | 12,844       | (31)                        | (17)                            | (100)                            | -               | 12,696       |
| Gross profit                              | 16,353       | 31                          | 17                              | 100                              | -               | 16,501       |
| <b>Gross Margin</b>                       | <b>56.0%</b> |                             |                                 |                                  |                 | <b>56.5%</b> |
| Operating expenses:                       |              |                             |                                 |                                  |                 |              |
| Sales and marketing expenses              | 5,730        | (131)                       | (2)                             | (73)                             | -               | 5,524        |
| General and administrative expenses       | 6,399        | (969)                       | (16)                            | (1,108)                          | -               | 4,306        |
| Research and development expenses         | 2,701        | (33)                        | (11)                            | (249)                            | -               | 2,408        |
| Amortization of intangible assets         | 1,465        | -                           | (1,465)                         | -                                | -               | -            |
| Total operating expenses                  | 16,295       | (1,133)                     | (1,494)                         | (1,430)                          | -               | 12,238       |
| <b>Operating Expenses - % of Revenues</b> | <b>55.8%</b> |                             |                                 |                                  |                 | <b>41.9%</b> |
| Operating income                          | 58           | 1,164                       | 1,511                           | 1,530                            | -               | 4,263        |
| <b>Operating Margin</b>                   | <b>0.2%</b>  |                             |                                 |                                  |                 | <b>14.6%</b> |
| Other expense:                            |              |                             |                                 |                                  |                 |              |
| Interest expense                          | (377)        | -                           | -                               | -                                | -               | (377)        |
| Other expense, net                        | (313)        | -                           | -                               | -                                | -               | (313)        |
| Total other expense                       | (690)        | -                           | -                               | -                                | -               | (690)        |
| (Loss) income before income taxes         | (632)        | 1,164                       | 1,511                           | 1,530                            | -               | 3,573        |
| Income tax (benefit) expense              | (222)        | -                           | -                               | -                                | 1,040           | 818          |
| Net (loss) income                         | \$ (410)     | \$ 1,164                    | \$ 1,511                        | \$ 1,530                         | \$ (1,040)      | \$ 2,755     |
| (Loss) income per share                   | \$ (0.01)    |                             |                                 |                                  |                 | \$ 0.06      |
| Diluted weighted average common shares    | 40,152       |                             |                                 |                                  |                 | 43,425       |

**HARVARD BIOSCIENCE, INC.**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (unaudited)**  
**Six Months Ended June 30, 2022**  
**(in thousands, except per share data)**

| Statement of Operations                   | GAAP         | Stock-Based<br>Compensation | Acquired Assets<br>Amortization | Settlement,<br>Restructuring,<br>Transformation | Income<br>Taxes | ADJUSTED     |
|---|--------------|-----------------------------|---------------------------------|---|-----------------|--------------|
| Revenues                                  | \$ 57,986    | -                           | -                               | -   | -               | \$ 57,986    |
| Cost of revenues                          | 25,172       | (88)                        | (20)                            | (157)   | -               | 24,907       |
| Gross profit                              | 32,814       | 88                          | 20                              | 157   | -               | 33,079       |
| <b>Gross Margin</b>                       | <b>56.6%</b> |                             |                                 |   |                 | <b>57.0%</b> |
| Operating expenses:                       |              |                             |                                 |   |                 |              |
| Sales and marketing expenses              | 13,274       | (346)                       | (3)                             | (370)   | -               | 12,555       |
| General and administrative expenses       | 12,306       | (1,714)                     | (30)                            | (1,919)   | -               | 8,643        |
| Research and development expenses         | 6,717        | (114)                       | (19)                            | (127)   | -               | 6,457        |
| Amortization of intangible assets         | 2,920        | -                           | (2,920)                         | -   | -               | -            |
| Settlement of litigation, net             | 311          | -                           | -                               | (311)   | -               | -            |
| Total operating expenses                  | 35,528       | (2,174)                     | (2,972)                         | (2,727)   | -               | 27,655       |
| <b>Operating Expenses - % of Revenues</b> | <b>61.3%</b> |                             |                                 |   |                 | <b>47.7%</b> |
| Operating (loss) income                   | (2,714)      | 2,262                       | 2,992                           | 2,884   | -               | 5,424        |
| <b>Operating Margin</b>                   | <b>-4.7%</b> |                             |                                 |   |                 | <b>9.4%</b>  |
| Other (expense) income:                   |              |                             |                                 |   |                 |              |
| Interest expense                          | (899)        | -                           | -                               | -   | -               | (899)        |
| Other income, net                         | 16           | -                           | -                               | -   | -               | 16           |
| Total other expense                       | (883)        | -                           | -                               | -   | -               | (883)        |
| (Loss) income before income taxes         | (3,597)      | 2,262                       | 2,992                           | 2,884   | -               | 4,541        |
| Income tax expense                        | 848          | -                           | -                               | -   | 165             | 1,013        |
| Net (loss) income                         | \$ (4,445)   | \$ 2,262                    | \$ 2,992                        | \$ 2,884  | \$ (165)        | \$ 3,528     |
| (Loss) income per share                   | \$ (0.11)    |                             |                                 |   |                 | \$ 0.08      |
| Diluted weighted average common shares    | 41,256       |                             |                                 |   |                 | 42,696       |

**HARVARD BIOSCIENCE, INC.**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (unaudited)**  
**Six Months Ended June 30, 2021**  
**(in thousands, except per share data)**

| Statement of Operations                   | GAAP         | Stock-Based<br>Compensation | Acquired Assets<br>Amortization | Restructuring,<br>Transformation | Income<br>Taxes | ADJUSTED     |
|---|--------------|-----------------------------|---------------------------------|----------------------------------|-----------------|--------------|
| Revenues                                  | \$ 56,186    | -                           | -                               | -                                | -               | \$ 56,186    |
| Cost of revenues                          | 24,402       | (51)                        | (36)                            | (153)                            | -               | 24,162       |
| Gross profit                              | 31,784       | 51                          | 36                              | 153                              | -               | 32,024       |
| <b>Gross Margin</b>                       | <b>56.6%</b> |                             |                                 |                                  |                 | <b>57.0%</b> |
| Operating expenses:                       |              |                             |                                 |                                  |                 |              |
| Sales and marketing expenses              | 11,116       | (224)                       | (4)                             | (114)                            | -               | 10,774       |
| General and administrative expenses       | 12,732       | (1,803)                     | (33)                            | (1,954)                          | -               | 8,942        |
| Research and development expenses         | 5,188        | (54)                        | (22)                            | (294)                            | -               | 4,818        |
| Amortization of intangible assets         | 2,929        | -                           | (2,929)                         | -                                | -               | -            |
| Total operating expenses                  | 31,965       | (2,081)                     | (2,988)                         | (2,362)                          | -               | 24,534       |
| <b>Operating Expenses - % of Revenues</b> | <b>56.9%</b> |                             |                                 |                                  |                 | <b>43.7%</b> |
| Operating income                          | (181)        | 2,132                       | 3,024                           | 2,515                            | -               | 7,490        |
| <b>Operating Margin</b>                   | <b>-0.3%</b> |                             |                                 |                                  |                 | <b>13.3%</b> |
| Other expense:                            |              |                             |                                 |                                  |                 |              |
| Interest expense                          | (788)        | -                           | -                               | -                                | -               | (788)        |
| Other expense, net                        | (347)        | -                           | -                               | -                                | -               | (347)        |
| Total other expense                       | (1,135)      | -                           | -                               | -                                | -               | (1,135)      |
| (Loss) income before income taxes         | (1,316)      | 2,132                       | 3,024                           | 2,515                            | -               | 6,355        |
| Income tax (benefit) expense              | (237)        | -                           | -                               | -                                | 1,784           | 1,547        |
| Net (loss) income                         | \$ (1,079)   | \$ 2,132                    | \$ 3,024                        | \$ 2,515                         | \$ (1,784)      | \$ 4,808     |
| (Loss) income per share                   | \$ (0.03)    |                             |                                 |                                  |                 | \$ 0.11      |
| Diluted weighted average common shares    | 39,960       |                             |                                 |                                  |                 | 42,954       |

**HARVARD BIOSCIENCE, INC.**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (unaudited)**  
**(in thousands)**

|   | Three Months Ended |                 | Six Months Ended |                 |
|---|--------------------|-----------------|------------------|-----------------|
|   | June 30, 2022      | June 30, 2021   | June 30, 2022    | June 30, 2021   |
| <b>Operating income</b>                             | \$ 3,998           | \$ 58           | \$ (2,714)       | \$ (181)        |
| Stock-based compensation expense                    | 1,239              | 1,164           | 2,262            | 2,132           |
| Acquired asset amortization                         | 1,488              | 1,511           | 2,992            | 3,024           |
| Settlements, restructuring and transformation costs | (3,668)            | 1,530           | 2,884            | 2,515           |
| <b>Adjusted operating income</b>                    | <b>3,057</b>       | <b>4,263</b>    | <b>5,424</b>     | <b>7,490</b>    |
| Depreciation expense                                | 376                | 446             | 758              | 891             |
| <b>Adjusted EBITDA</b>                              | <b>\$ 3,433</b>    | <b>\$ 4,709</b> | <b>\$ 6,182</b>  | <b>\$ 8,381</b> |