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): July 14, 2023

FREQUENCY THERAPEUTICS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation)

001-39062 (Commission File Number)

47-2324450 (IRS Employer Identification No.)

75 Hayden Avenue, Suite 300 Lexington, MA 02421 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (781) 315-4600

Not Applicable (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 (see General Instruction A.2. below):

 \times 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:

	Trading	Name of each exchange
Title of each class	Symbol(s)	on which registered
Common Stock, par value \$0.001 per share	FREQ	The Nasdaq Global Select 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 7.01. Regulation FD Disclosure.

On July 14, 2023, Frequency Therapeutics, Inc. (the "Company" or "Frequency") and Korro Bio, Inc. ("Korro Bio"), issued a joint press release announcing, among other things, (i) the entry into a definitive merger agreement to combine the Company and Korro Bio in an all-stock transaction and (ii) Korro Bio's concurrent \$117 million private financing (the "Concurrent Private Financing"). A copy of the joint press release is furnished as Exhibit '99.1 to this Current Report on Form 8-K (the "Current Report") and is incorporated into this Item 7.01 by reference.

The Company is also furnishing the investor presentation posted to Korro Bio's website on July 14, 2023 (the "*Investor Presentation*"). A copy of the Investor Presentation is furnished as Exhibit 99.2 to this Current Report and is incorporated into this Item 7.01 by reference.

The information in Item 7.01 of this Current Report, including Exhibits 99.1 and 99.2 attached hereto, is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "*Securities Act*"), or the Exchange Act, except as expressly set forth by specific reference in such filing. The Company undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibits 99.1 and 99.2.

Important Information about the Merger and Where to Find It

This Current Report relates to a proposed transaction between Frequency and Korro Bio. In connection with the proposed transaction, Frequency intends to file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a proxy statement of Frequency and that will constitute a proxy statement of Frequency intends to that will constitute a proxy statement of Frequency and that will constitute a proxy statement of Frequency and that will constitute a proxy statement of Frequency's common stock to be issued in the proposed transaction (the "Proxy Statement/Prospectus"). Frequency may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the Proxy Statement/Prospectus or any other document which Frequency may file with the SEC. INVESTORS, KORRO BIO STOCKHOLDERS AND FREQUENCY STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT ARE OR WILL BE FILED BY FREQUENCY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors, Korro Bio stockholders and Frequency stockholders will also be able to obtain free copies of the Proxy Statement/Prospectus (when available) and other documents containing important information about Frequency, Korro Bio and the proposed transaction that are or will be filed with the SEC by Frequency through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Frequency will also be available free of charge on Frequency's website at https://frequencytx.gcs-web.com/sec-filings or by contacting Frequency's investor relations department by email at investorrelations@frequencyts.com.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Participants in the Solicitation

Frequency and certain of its directors and executive officers may be deemed under SEC rules to be participants in the solicitation of proxies of Frequency stockholders in connection with the proposed transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Frequency's stockholders in connection with the proposed transaction will be set forth in the Proxy Statement/Prospectus on Form S-4 for the proposed transaction, which is expected to be filed with the SEC by Frequency. Investors and security holders of Korro Bio and Frequency are urged to read the Proxy Statement/Prospectus and other relevant documents

that will be filed with the SEC by Frequency carefully and in their entirety when they become available because they will contain important information about the proposed transaction. Investors and security holders will be able to obtain free copies of the Proxy Statement/Prospectus and other documents containing important information about Korro Bio and Frequency through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Frequency can be obtained free of charge by directing a written request to Frequency Therapeutics, Inc., 75 Hayden Avenue, Suite 300 Lexington, MA 02421.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit <u>Number</u>	Description
99.1	Joint Press Release of Korro Bio, Inc. and the Company dated July 14, 2023
99.2	Investor Presentation dated July 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

FREQUENCY THERAPEUTICS, INC.

 By:
 /s/ David L. Lucchino

 Name
 David L. Lucchino

 Title:
 President and Chief Executive Officer

Date: July 14, 2023

Korro Bio and Frequency Therapeutics Announce Merger Agreement

Merger to create a Nasdaq-listed genetic medicines company focused on advancing Korro Bio's wholly owned portfolio of RNA editing programs

Lead program is a disease modifying therapy for patients with alpha-1 antitrypsin deficiency (AATD), with preclinical data showing an increase of normal A1AT protein to 85% of total protein in circulation

Combined company is expected to have cash balance of approximately \$170 million at close, which is expected to provide cash runway through several value-creating milestones and into 2026

Companies to host conference call today at 8:30 a.m. ET

CAMBRIDGE, Mass. and LEXINGTON, Mass., July 14, 2023 – Korro Bio, Inc., a leading RNA editing company focused on the discovery and development of novel genetic medicines, and Frequency Therapeutics, Inc. (Nasdaq: FREQ) today announced that they have entered into a definitive merger agreement to combine the companies in an all-stock transaction. The combined company will focus on the advancement of Korro Bio's portfolio of RNA editing programs, is expected to operate under Korro Bio, Inc. and will apply to trade on Nasdaq under the ticker symbol "KRRO".

Korro Bio has secured commitments from a syndicate of leading life sciences investors for a planned concurrent \$117 million financing, co-led by Surveyor Capital (a Citadel company) and Cormorant Asset Management and participation from Atlas Venture, NEA, Platanus, Qiming Venture Partners USA, MP Healthcare Venture Management, Eventide Asset Management, Fidelity Management & Research Company LLC, Invus, Point72, Verition Fund Management, Monashee Investment Management, Sixty Degree Capital and additional investors. The financing is expected to close immediately prior to the completion of the merger. The combined company is expected to have approximately \$170 million in cash, cash equivalents and marketable securities at close after estimated transaction expenses. The pro-forma cash balance is expected to provide cash runway through several value-creating milestones and into 2026. The merger and related financing are expected to close in the fourth quarter of 2023, subject to approval by Frequency Therapeutics' stockholders and other customary closing conditions.

"RNA editing, specifically utilizing our OPERA[™] platform, holds significant promise to transform the therapeutic landscape for rare and common diseases. The ability to make a single base change on RNA using a simple drug product provides an opportunity to modify disease in an unprecedented manner," said Ram Aiyar, PhD, Chief Executive Officer of Korro Bio. "The power of our OPERA platform is exemplified by our lead program in AATD, where we have demonstrated an increase of normal A1AT protein to 85% of total protein in circulation, which has the potential of diseasemodifying effects. We are committed to creating value for Korro Bio's and Frequency Therapeutics' stockholders as we work to develop a novel class of innovative medicines that have the potential to improve the lives of patients."

Korro Bio is rapidly advancing its lead program for AATD to a clinical trial and intends to submit a regulatory filing in the second half of 2024. AATD is an inherited disease that results from a single genetic defect that manifests itself as a broad spectrum of clinical pathologies. A majority of the patients are diagnosed later in life, having multiple clinical effects including liver disease and lung disease, eventually leading to organ transplant in some cases. Studies suggest that clinical unawareness of AATD results in a significant number of patients that go undiagnosed or misdiagnosed with approximately 100,000 patients in the U.S. currently identified with AATD. Korro Bio's lead program is focused on precisely and transiently editing the genetic

mutation in RNA rather than permanently altering DNA. Korro Bio has also demonstrated the ability to edit within the coding region of the SERPINA1 gene showing translation from the PiZ mouse model to non-human primates.

"Following comprehensive review and consideration of our strategic options, management and our Board of Directors believe the merger with Korro Bio provides the best opportunity for the company and its stockholders," said David L. Lucchino, Chief Executive Officer of Frequency Therapeutics. "Korro Bio's RNA editing technology leverages genetics transiently, expanding the target space to intervene in biology in a unique manner. We are confident in their ability to bring forward important genetic medicines with the potential to transform the lives of patients."

Korro Bio's proprietary RNA editing platform enables a breadth of indications with an initial focus on six potential programs that are all wholly owned, including AATD.

"This transformative transaction enables us to take our lead program in AATD into the clinic and progress our pipeline," said Vineet Agarwal, Chief Financial Officer of Korro Bio. "In addition, we will be able to fund our company through several value-creating milestones into 2026."

Management and Organization

Following the consummation of the merger, the combined company will be headquartered in Cambridge, Massachusetts. The combined company will be led by current members of the Korro Bio management team, including:

- · Ram Aiyar, PhD, President and Chief Executive Officer
- Steve Colletti, PhD, Chief Scientific Officer
- Vineet Agarwal, Chief Financial Officer
- Todd Chappell, Senior Vice President, Strategy and Portfolio Planning
- Shelby Walker, Senior Vice President, General Counsel
- Venkat Krishnamurthy, PhD, Senior Vice President, Head of Platform
- Stephanie Engels, Senior Vice President, HR, People and Culture

The Board of Directors of the combined company is expected to be comprised of seven members, consisting of four members designated by Korro Bio, one member designated by Frequency Therapeutics, which will be Frequency's Chife Executive Officer, David L. Lucchino, and two independent directors. In connection with this transaction, Alex Silverstein from Point72 and Jordan Baumhardt, PhD from Eventide Asset Management will resign from their director roles from the Korro Bio Board of Directors with immediate effect.

About the Proposed Merger

Pre-merger Frequency Therapeutics stockholders are expected to own approximately 8% of the combined company and pre-merger Korro Bio stockholders (including those purchasing Korro Bio shares in the private financing discussed above) are expected to own approximately 92% of the combined company. Under the terms of the merger agreement, stockholders of Korro Bio will receive newly issued shares of Frequency Therapeutics common stock pursuant to a formula set forth in the merger agreement. The

percentage of the combined company that Frequency Therapeutics stockholders will own upon the closing of the merger is further subject to adjustment based on the amount of Frequency Therapeutics' net cash at the time of closing.

Frequency Therapeutics has discontinued development of its remyelination program for Multiple Sclerosis as it explores strategic alternatives for the program. If Frequency Therapeutics has not otherwise monetized its remyelination program for Multiple Sclerosis prior to the closing of the proposed merger, Frequency Therapeutics stockholders of record will be issued a contingent value right (CVR) for each outstanding share of Frequency Therapeutics common stock held by such Frequency Therapeutics stockholder prior to the closing of the proposed merger. The CVR would represent the right to receive certain cash payments from proceeds received by Frequency Therapeutics related to its remyelination program for Multiple Sclerosis that is in preclinical development.

The merger agreement has been unanimously approved by the boards of directors of both companies. Additional information about the transaction will be provided in a Current Report on Form 8-K that will be filed by Frequency Therapeutics with the Securities and Exchange Commission (SEC) and will be available at www.sec.gov.

Conference Call Information

Korro Bio and Frequency Therapeutics will host a conference call today, July 14, 2023, at 8:30 a.m. ET, to discuss the proposed merger.

A live webcast of the conference call can be accessed at the "Events and Presentations" page on the Frequency Therapeutics website at https://investors.frequencytx.com/events-and-presentations. A replay will be available on the Frequency Therapeutics website at the same link shortly after conclusion of the event.

Advisors

J.P. Morgan Securities LLC is serving as exclusive financial advisor to Korro Bio and lead placement agent on Korro Bio's planned concurrent financing. Goodwin Procter LLP is serving as legal counsel. BofA Securities, Piper Sandler and RBC Capital Markets are also serving as placement agents for Korro Bio's planned concurrent financing and Davis Polk & Wardwell LLP is serving as the placement agents' legal counsel. TD Cowen is acting as exclusive financial advisor to Frequency Therapeutics and Latham & Watkins LLP is serving as Frequency Therapeutics' legal counsel.

About Korro Bio

Korro Bio is an RNA editing company focused on the discovery and development of a new class of precision genetic medicines for both rare and highly prevalent diseases. RNA editing is a natural physiological process that occurs in cells, including a mechanism mediated by an enzyme called Adenosine Deaminase Acting on RNA (ADAR). Korro Bio's RNA editing approach involves co-opting this endogenous editing system via a proprietary engineered oligonucleotide to introduce precise edits to RNA. This unique technology enables the development of therapeutic candidates that deliver the functional benefits of gene therapy with a transient, titratable and specific treatment regimen, offering the potential to advance genetic medicines beyond rare genetic diseases into larger patient populations with common diseases. Korro Bio is based in Cambridge, Mass. For more information, visit korrobio.com.

About OPERA

Korro Bio's proprietary platform, OPERA^M (<u>O</u>ligonucleotide <u>P</u>romoted <u>E</u>diting of <u>R</u>N<u>A</u>), builds on a deep understanding of ADAR biology, and combines oligo discovery, chemistry and data-driven design with clinically validated delivery vehicles, to achieve highly selective RNA editing product candidates. OPERA is designed to enable the precise repair and modulation of disease-causing mutations and protein function to provide new possibilities for treating diseases in which progress with existing technologies has been slow to materialize.

About Korro Bio's lead program in AATD

AATD is an inherited genetic disorder that can cause severe progressive lung and liver disease due to a lack of normal alpha-1 antitrypsin protein (A1AT). Korro Bio's AATD product candidate is a proprietary oligonucleotide that uses an established lipid nanoparticle (LNP) based delivery system administered intravenously to restore production of normal functional A1AT to liver hepatocytes. The oligonucleotide drug product co-opts the naturally occurring ADAR pathway, repairing disease-related mutations and restoring production of normal A1AT. Korro Bio believes this will provide clinically differentiated benefit for both liver and lung function in affected individuals. Proof of concept has been shown in preclinical models, and studies in mice and non-human primates demonstrated high editing efficiency and expression of functional A1AT protein to support potential modification of disease progression. Korro Bio intends to submit a regulatory filing in the second half of 2024.

About Korro Bio's portfolio of programs

Korro Bio has demonstrated that single RNA changes can disrupt protein-protein interactions, prevent protein aggregation, selectively modulate ion channels, and activate kinases. These modulation approaches have the potential to unlock validated target classes that have historically been difficult to drug, enabling Korro Bio to pursue a broad range of diseases, including those with high prevalence and large market opportunities. Korro Bio's wholly owned, early-stage pipeline targets several diseases, such as Parkinson's disease, severe alcoholic hepatitis, amyotrophic lateral sclerosis, subsets of pain, and cardiometabolic disease.

About Frequency Therapeutics

Headquartered in Lexington, Mass., Frequency Therapeutics is pioneering a new category in regenerative medicine that aims to restore human function by developing therapeutics that activate a person's innate regenerative potential within the body through the activation of progenitor cells. Frequency Therapeutics' lead preclinical program is designed to activate oligodendrocyte precursor cells with the goal of driving remyelination and potential functional recovery for individuals living with multiple sclerosis. For more information, visit www.frequencytx.com and follow Frequency on Twitter @Frequencytx.

Cautionary Note on Forward-Looking Statements

Certain statements contained in this press release may be considered forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including statements regarding the concurrent financing, the combined company's expected cash, cash equivalents and marketable securities and their sufficiency to achieve value-creating milestones and fund operations into 2026, the listing of the combined company on Nasdaq, the proposed transaction involving Frequency Therapeutics and Korro Bio the including the conditions to, and timing of, closing of the proposed transaction, the location and management of the combined company, the percentage ownership of the combined company, the CVR, and the parties' ability to consummate the proposed transaction, the potential of RNA editing, the development and treatment potential of Korro Bio's approach and its OPERA platform, AATD program, and timing development and regulatory matters therefor, among others. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend," and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: (i) the risk that the conditions to the closing of the proposed transaction are not satisfied, including the failure to timely or at all obtain stockholder approval for the proposed transaction or the failure to timely or at all obtain any required regulatory clearances; (ii) uncertainties as to the timing of the consummation of the proposed transaction and the ability of each of Frequency Therapeutics and Korro Bio to consummate the proposed transaction; (iii) the ability of Frequency Therapeutics and Korro Bio to integrate their businesses successfully and to achieve anticipated synergies; (iv) the possibility that other anticipated benefits of the proposed transaction will not be realized, including without limitation, anticipated revenues, expenses, earnings and other financial results, and growth and expansion of the combined company's operations, and the anticipated tax treatment of the combination; (v) potential litigation relating to the proposed transaction that could be instituted against Frequency Therapeutics, Korro Bio or their respective directors; (vi) possible disruptions from the proposed transaction that could harm Frequency Therapeutics' and/or Korro Bio's respective businesses; (vii) the ability of Frequency Therapeutics and Korro Bio to retain, attract and hire key personnel; (viii) potential adverse reactions or changes to relationships with customers, employees, suppliers or other parties resulting from the announcement or completion of the proposed transaction; (ix) potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Frequency Therapeutics' or Korro Bio's financial performance; (x) certain restrictions during the pendency of the proposed transaction that may impact Frequency Therapeutics' or Korro Bio's ability to pursue certain business opportunities or strategic transactions; (xi) legislative, regulatory and economic developments; (xii) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as management's response to any of the aforementioned factors; and (xiv) such other factors as are set forth in Frequency Therapeutics' periodic public filings with the SEC, including but not limited to those described under the heading "Risk Factors" in Frequency Therapeutics' Form 10-Q for the fiscal year ended March 31, 2023. Frequency Therapeutics and Korro Bio can give no assurance that the conditions to the proposed transaction will be satisfied. Except as required by applicable law, Frequency Therapeutics and Korro Bio undertake no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Important Additional Information

In connection with the proposed transaction, Frequency Therapeutics intends to file with the SEC a registration statement on Form S-4 that will include a proxy statement of Frequency and that will constitute a prospectus with respect to shares of Frequency Therapeutics' common stock to be issued in the proposed transaction. This document is not a substitute for the Proxy Statement/Prospectus or any other document which Frequency Therapeutics may file with the SEC. INVESTORS, KORRO BIO STOCKHOLDERS AND FREQUENCY THERAPEUTICS STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT ARE OR WILL BE FILED BY FREQUENCY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors, Korro Bio stockholders and Frequency Therapeutics stockholders will also be able to obtain free copies of the Proxy Statement/Prospectus (when available) and other documents will also be available free of charge on Frequency Therapeutics' website at https://frequencytx.gcs-web.com/sec-filings or by contacting Frequency Therapeutics' investor relations department by email at investorrelations@frequencytx.com or by directing a written request to Frequency Therapeutics, Inc., 75 Hayden Avenue, Suite 300 Lexington, MA 02421.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation

Frequency Therapeutics and certain of its directors and executive officers may be deemed under SEC rules to be participants in the solicitation of proxies of Frequency Therapeutics' stockholders in connection with the proposed transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Frequency Therapeutics' stockholders in connection with the proposed transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Frequency Therapeutics' stockholders in connection with the proposed transaction will be set forth in the Proxy Statement/Prospectus on Form S-4 for the proposed transaction, which is expected to be filed with the SEC by Frequency. Investors and security holders of Korro Bio and Frequency Therapeutics are urged to read the Proxy Statement/Prospectus (when available) and other documents carefully and in their entirety when they become available because they will contain important information about the proposed transaction. Frequency through the website maintained by the SEC at www.sec.gov. Copies of the proposed transaction that are or will be filed with the SEC by Frequency Therapeutics will also be available free of charge on Frequency Therapeutics' website at https://frequencytx.gcs-web.com/sec-filings or by contacting Frequency Therapeutics' investor relations department by email at investorrelations@frequencytx.com or by directing a written request to Frequency Therapeutics, Inc., 75 Hayden Avenue, Suite 300 Lexington, MA 02421.

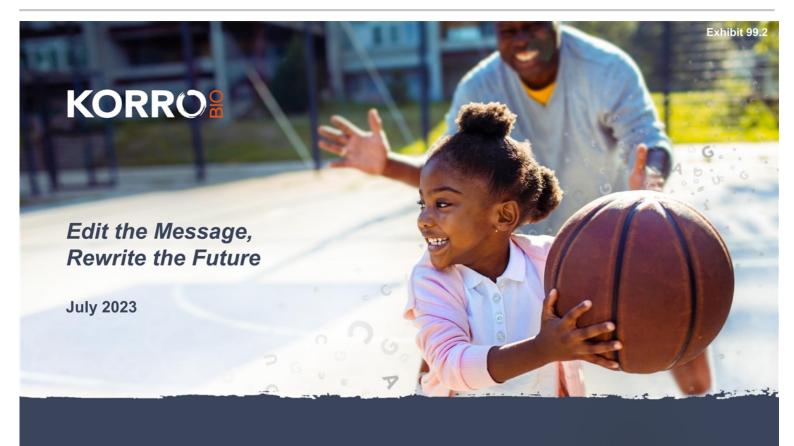
Korro Bio Contact Information

Investors IR@korrobio.com

Media Glenn Silver FINN Partners Glenn.silver@finnpartners.com

Frequency Therapeutics Contact Information

Investor and Media Contact Frequency Therapeutics Email: investors@frequencytx.com



Disclaimers

Forward Looking Statements Certain statements in the ducking without limitation, statements: regarding is presentations, hopes, beliefs, intentions or strategies of Korro Bio, Inc. (Korro) and/or Frequency Therapeutics, Inc. (frequency) ergending the future inducking, without limitation, statements: regarding: Korro S INA editing technology and the benefits of OPERA, the monitet opportunity for Korro's alpho 1 and -hypsin deficiency (AATD) therapy and potential benefits over other AATD modulities; expectations and assumptions or filings and data readouts and other developments or results in connection therwish, and the expected effects of the Proposed Transaction. In addition, any statements therefer to projections; forvcards, or other characteristications of future events or inclusions any underlying assumptions are (proverd-looking statements). The words' analyzing the events in cluster of your underlying assumptions assumptions to the observed of these words does not meen that statement is not forward looking. Forvard-looking statements is not underlying assumptions and it is not possible to predict all risks and uncertainties. Foretors that more yourse cautor ensites to define therein are based on current expectations include, but varies to advisource of these words does not meen that statement is not forward-looking statements. For the abunds are yourse cautor ensites to define therein are based on current expectations include, but varies and uncertainties merger "commit". State of the statement is not forward looking. Forvard-looking statements is not underly varies does not meen that statement is not forward looking. Forvard-looking statements is not underly varies does not meen the proved constitute of the proposed Transaction, the inability to construct expectations include, but varies does not meen the proved constitute in the the proposed Transaction in the key but varies of the toxinobal for the thing encoding varies and encoding to the proposed Transaction in the key but varies of the proposed Tran

Industry and Market Data Certain information contained in this Presentation relates to or is based on studies, publications, surveys and Karra's own internal estimates and research. In this Presentation, Karra relies on, and refers to, publicy available information and statistics regarding market participants in the sector in wh Karra's own internal estimation relates to a visual based on studies, publications, surveys and Karra's own internal estimates and research. In this Presentation, Karra relies on, and refers to, publicy available information and statistics regarding market participants in the sector in wh from complete and other industry data. Any comparison of Karra to any other entity essumes the reliability of the information available to Karra. Karra obtained this information and statistics from third party sources, including reports by market research firms and company filings. In addition, all the market data included in this Presentation involve a number of assumptions and there can be na guarantee as to the accuracy or reliability of such assumptions. Finally, while Karra believes its internal research is reliable, such research has not been verified by any independent so and netber requestion, market namingententify very lengt the information.

Trademarks
Trademarks.
Trademarks.service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely far convenience, some of the trademarks, service marks, trade names and copyrights referred to in this Presentation may be listed without
the TM, SM © or * symbols, but Frequency and Korro will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

Important Additional Information In connection with the Proposed Transaction, Frequency intends to file with the SEC a registration statement on Form S-4 that will include a proxy statement of Frequency and that will constitute a prospectus with respect to shares of Frequency's common stock to be issued in the Proposed Transaction. This document is not a substitute for the Proxy Statement/Prospectus, Frequency intends to file with the SEC. INVESTORS, KORRO STOCKHOLERS AND FREQUENCY STOCKHOLERS ARE URGED TO READ THE PROXY STATEMENt/PROSPECTUS AND APY CONTINNER RELEVANT DOCUMENTS THAT ARE ON WILL BE FILED BY REQUENCY WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPENDENTS TO THESE DOCUMENTS, CAREFULLY AND IN THERE INTERV DECAUSE THEY CONTINN OF WILL CONTINN IMPORTANT INFORMATION ABOUT THE BROYSED TRANSACTION AND RELATED MANN DELATED MANN ENTER SUPPENDENT STATEMENT, PROSPECTUS (when available) and other documents containing important information about Frequency. Koro and the Proposed Transaction that are or will be filed with the SEC by Frequency through the website maintained by the SEC ot www.sec.gov. Copies of the Proxy Statement/Prospectus (when available) and other documents containing important information about Frequency. Koro and the Proposed Transaction that are or will be filed with the SEC by Frequency through the website maintained by the SEC ot www.sec.gov. Copies of the documents filed with the SEC by Frequency will also be available frequency streaments containing important information about Frequency. Koro and the Proposed Transaction that are or will be filed with the SEC by Frequency through the website maintained by the SEC ot www.sec.gov. Copies of the documents filed with the SEC by Frequency will also be available frequency's website on this sec. The spectra streament by email at investorelations@frequencyts.com or by directing a written request to Frequency Therapeutics, inc., 75 Holyden Avenue, Suite 300 Lexington, MA 02421.

No Offer or Solicitation This presentation is not interded to and shall not constitute an affer to sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval, nor shall there be any sole of securities in any jurisdiction in which such offer, solicitation or sole would be unlowful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Perticipants in the Solicitation Frequency and certain of its directors and executive officers may be deemed under SEC rules to be participants in the solicitation of provies of Frequency's stockholders in connection with the Proposed Transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of provies of Frequency's stockholders in connection with the Proposed Transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of provies of Frequency's stockholders in connection with the Proposed Transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of provies of provises of requency's stockholders in connection with the Proposed Transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of provies of provises of requency's stockholders in connection with the Proposed Transaction. Information about the Proposed Transaction. Information about the Proposed Transaction requency stockholders will be obte to about the Proposed Transaction and proving the evolution of provises of requency. Including and their entry when they become available because they will contain important information about the Proposed Transaction. Information about the Proposed Transaction and the evolution of the evolution and the provide they because they will be able to about the Proposed Transaction. Terquency stockholders will be able to about the Proposed Transaction and the evolution and the provide they because they will be able to about the Proposed Transaction about the Proposed Transaction about the Proposed Transaction about the Proposed Transaction. Terquency stockholders will be able to about the Proposed Transaction about th



Risk factors

Both Frequency and Korro are subject to various risks associated with their businesses and their industries. In addition, the Proposed Transaction, including the possibility that the Proposed Transaction may not be completed, poses a number of risks to each company and its respective securityholders. All references to "we," "as" of "out" refer to the business of Korro prior to the consummation of the Proposed Transaction. The risk described below make up a non-exhaustive fist of the key risks related to Korro's business and the factors that could cause actual results to differ from the forward-backing statements described in this Presentation. Now should carefully consider their risks and a factors set of the resion entitled "Risk Factors" in Frequency's most recent quarterly report on Form 10-Q. Its most recent annual report on Form 10-K and its other SEC filings. The list below is qualified in its entirety by disclosures contained in future documents filed or furnished in respect of the Proposed Transaction with the SEC:

- Korro's limited operating history and its evolving business make it difficult to evaluate its future prospects and the risks and challenges it may encounter.
- Karro's product candidate pipeline is in early stages and it does not yet have any product candidates in the clinic, nor approved for commercial sole; Korro has not generated any revenue to date, and so may never become profitable.
- Even if the Proposed Transaction and the concurrent financing are successful, the combined company will require substantial a dditional capital to finance its operations in the future. If the combined company is unable to raise such capital when needed, or on acceptable terms, it may be forced to
 delay, reduce or eliminate its discovery and pre-clinical programs, planned clinical trials or future commercialization efforts;
- Korro's expectations regarding its cash runway and ability to reach data inflection points are based on numerous assumptions that may prove to be untrue; Korro may be required to raise capital sooner than anticipated and its exposure to certain contingent liabilities and contractual obligations may be greater than anticipated. For example, Korro's assumptions relating to the amounts of Frequency's cash available to Korro at the closing of the Proposed Transaction, including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to respond to the amounts of Frequency's cash available to Korro at the closing of the Proposed Transaction, including amounts that may be required to regotate early lease terminations and costs associated with angoing litigations may prove to be includered. For example, Korro's assumptions relating to spend may be material and significant it uport its scale transaction, including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that may be required to regotate early including amounts that the regotate early including amounts that may
- Korro operates in an intensely competitive market that includes companies with greater financial, technical and marketing resources than it.
- Failure to manage Korro's growth effectively could cause its business to suffer and have an odverse effect on its ability to execute its business strategy, as well as operating results and financial condition
- As Korro's costs increase, it may experience fluctuations in its operating results, which could make its future operating results difficult to predict or cause its operating results to fall below analysts' and investors' expectations.
- Korro's programs are still in discovery and pre-clinical phases. If Korro is unable to advance them into and through clinical development for safety or efficocy or other reasons, or commercialize its product candidates once approved or experience significant delays in doing so, its business will be
 materially harmed.
- Korro's current or future product candidates may cause adverse or other undesirable side effects that could delay or prevent their regulatory approval, limit the commercial profile of an approved label or result in significant negative consequences following marketing approval, if any.
- If Koro is unable to obtain and maintain patent and other intellectual property protection for its technology and product candidates or if the scape of the intellectual property protection obtained is not sufficiently broad or it is delayed in bringing product candidates to market such that those
 products have a shorter period of patent exclusivity than it expects, its competitors could develop and commercialize technology and product candidates similar or identical to Karro's, and its ability to successfully commercialize its technology and/or product candidates may be impaired.
- Korro may be subject to intellectual property rights claims by third parties, which are costly to defend, could require it to pay significant damages and may disrupt its business and aperations.
- The conditions to complete the Proposed Transaction may not be satisfied, Korro may not realize the expected benefits of the Proposed Transaction, or it may uncover liabilities following consummation of the Proposed Transaction that it had not anticipated.
- The shares acquired in the proposed private placement transaction will be subject to registration with the SEC, and upon registration, the share price may be volatile due to a variety of factors, such as changes in the competitive environment in which it operates, the regulatory framework of the
 industry in which it will operate, developments in its business and operations and changes in its capital structure.



Experienced management team with proven track record



Ram Aiyar, PhD President and **Chief Executive Officer**

CORVIDIA

Sofinnova partners

Johnson+Johnson



Steve Colletti, PhD Chief Scientific Officer

S MERCK

Z zymergen



Vineet Agarwal Chief Financial Officer

J.P.Morgan



Todd Chappell SVP, Strategy and Portfolio Planning

CombinatoR

HealthCare



Venkat Krishnamurthy, PhD SVP, Head of Platform





Stephanie Engels

SVP, HR, People

and Culture

moderna

Shire



Shelby Walker SVP, General Counsel





4

Merger of Korro Bio and Frequency Therapeutics

Transaction summary	 Korro Bio, a privately-held leading company in RNA editing, intends to merge with Frequency Therapeutics (NASDAQ: FREQ) Upon close, Frequency Therapeutics is expected to be renamed "Korro Bio, Inc." Supported by the Board of Directors of both companies and is subject to stockholder approval and other customary closing conditions
Overview	 Expected pro forma ownership (after the planned concurrent financing) is approximately 92% Korro and 8% Frequency, subject to adjustment based on Frequency's net cash at closing Transaction expected to extend Korro's cash runway through several value-creating milestones and into 2026, such as interim clinical readout for AATD in 2H '25^{1,2} Combined company is expected to have cash balance of approximately \$170 million at close, including \$117 million from planned concurrent financing Merger and planned concurrent financing expected to close in 4Q'23
Management and programs	 Existing Korro management to lead the combined company New Board of Directors will include 7 members (4 Korro, 1 Frequency, 2 independent) Combined company will focus on advancing the development of Korro programs

¹ Subject to submission of an Investigational New Drug (IND) application to the U.S. Food and Drug Administration (FDA) and authorization to proceed ² Assumes \$117mm raise and includes assumptions about cash burn, contingent liabilities, and obligations for ongoing litigation and lease liabilities, among others, for which there is no guarantee of accuracy

Uniquely positioned to expand the frontier of genetic medicines through RNA editing

Experienced management team: Proven track record supported by an expert BoD and SAB with experience building genetic medicines companies

OPERA, a transient and potentially safer base editing approach: Single edit (A-to-I) on RNA by redirecting an endogenous editing enzyme using an oligonucleotide (siRNA, ASO)

***\$3B+ US market opportunity in lead indication:** Potential disease modifying therapy in alpha-1 anti-trypsin deficiency (AATD) by transiently correcting the pathogenic variant

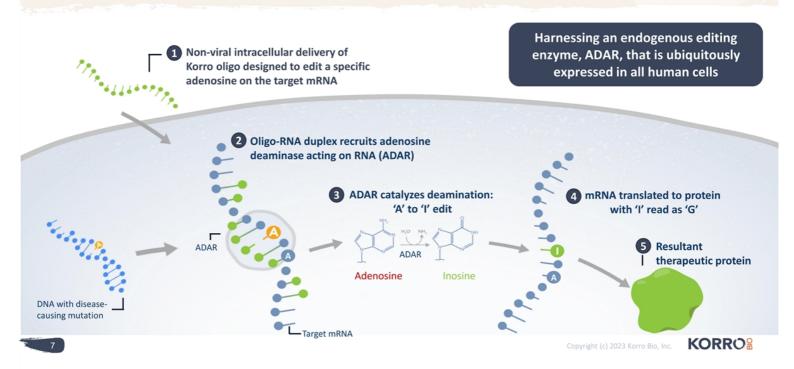
Broad opportunities in rare and common diseases: Modulating protein expression and function creating the opportunity to expand into common diseases

Supportive investor syndicate: Cash runway through several value-creating milestones and into 2026, such as interim clinical readout for AATD in 2H '25^{1,2}

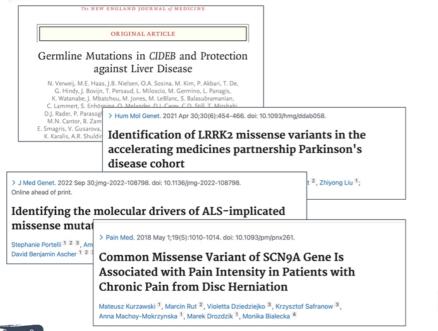
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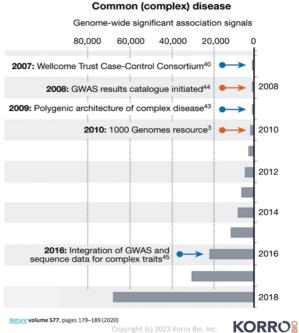
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Using an oligonucleotide to affect an A-to-I edit on a target RNA sequence

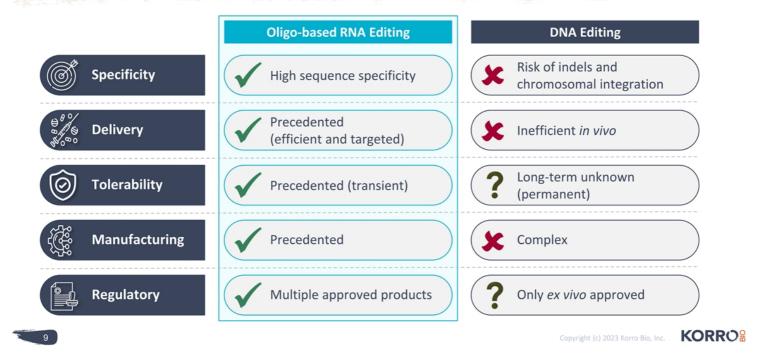


Discovery of missense mutations for common diseases increases the therapeutic opportunity for genetic medicines





RNA editing with synthetic oligonucleotide expands the promise of base editing to large common diseases



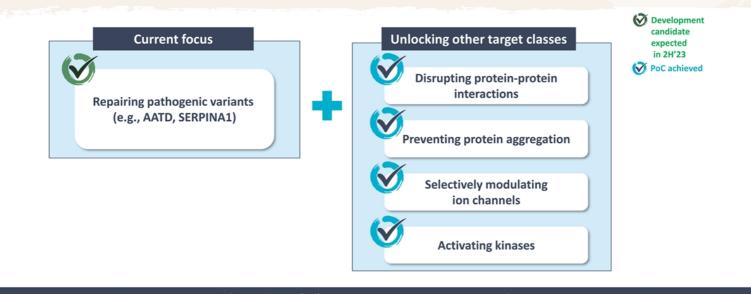
OPERA: Our differentiated approach for RNA editing

10



Broad IP estate of 29 patent families that cover our platform technology and target-specific editing strategies

Broad and versatile applications for our RNA editing approach



Achieved proof-of-concept across various target classes



Deep pipeline with multiple high-value targets

Concept	Indication	Target	Discovery	Preclinical development	Phase 1	Phase 2	Phase 3	Wholly owned?
Repairing a pathogenic variant	Alpha-1 anti- trypsin deficiency	SERPINA1		filing expected 2H'24 ¹				\bigotimes
Repairing a pathogenic variant	Parkinson disease	LRRK2						\bigotimes
Disrupting protein- protein-interaction	Severe alcoholic hepatitis	Undisclosed						\bigotimes
Preventing protein aggregation	Amyotrophic lateral sclerosis	TDP43						\bigotimes
Selectively modulating ion channels	Subsets of pain	Nav 1.7						\bigotimes
Activating kinases	Cardiometabolic	Undisclosed						\bigotimes

Pro forma cash runway through potential interim clinical readout for AATD in 2H '25^{1,2}



¹ Subject to submission of an investigational New Drug (IND) application to the U.S. Food and Drug Administration (FDA) and authorization to proceed ² Assume S1217mm raise and includes assumptions about cash burn, contingent liabilities, and obligations for ongoing litigation and lease liabilities, among others, for which there is no guarantee of accuracy

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AATD: Correcting a pathogenic missense mutation in the liver



Potential to target both manifestations Resolving both liver pathology and alleviating lung effects



Clinically-validated lipid nanoparticles (LNP) from Genevant Increased levels of oligo concentration in liver



Provides natural regulation of A1AT Correction provides appropriate levels of endogenous A1AT



First clinical study readout potentially in H2'25^{1,2} Clinical data expected provides potential for large value inflection



Focused on returning patients between MM and MZ phenotypes (A1AT levels) Achieved >50% editing with potential to modify disease progression



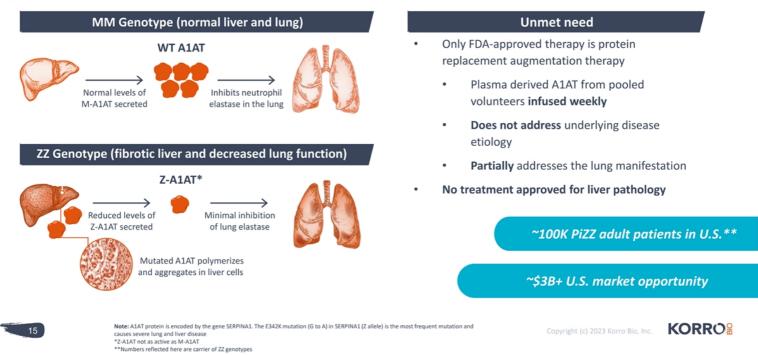
***\$3B+ U.S. market opportunity** Critical unmet need with minimally effective standard-of-care



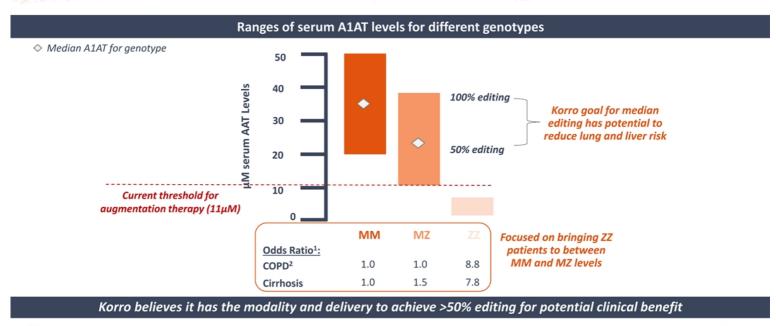
¹ Subject to submission of an Investigational New Drug (IND) application to the U.S. Food and Drug Administration (FDA) and

-subject to summary of an intersugational new ong (no) spheration to the c.s. root and ong commits used (root and authorization to proceed ³ Assumes \$117mm raise and includes assumptions about cash burn, contingent liabilities, and obligations for ongoing litigation and lease liabilities, among others, for which there is no guarantee of accuracy

Severe AATD caused by a single missense mutation in SERPINA1 gene leading to lung and/or liver disease(s)



Getting AATD patients between MM and MZ phenotypes has potential to modify disease progression



¹Nakanishi T, Forgetta V, Handa T, Hirai T, Mooser V, Lathrop GM, Cookson WOCM, Richards JB. The undiagnosed disease burden associated with alpha-1 antitrypsin deficiency genotypes. Eur Respir J. 2020 Dec 10;56(6):2001441. doi: 10.1183/13993003.01441-2020. PMID: 32675199; PMCID: PMC7726845. ² Chronic obstructive pulmonary disease

KORRO

Korro's approach potentially provides superior patient benefit over other modalities in AATD

	KORRO	DNA EDITING	siRNA	FUSION PROTEIN
Simple drug product	\checkmark	×	\checkmark	\checkmark
Lung alleviation	~	~	×	\checkmark
Liver alleviation	✓	✓	\checkmark	×
Target genotype to be achieved	Between MM and MZ	<mz< td=""><td>ZZ</td><td>ZZ</td></mz<>	ZZ	ZZ
Potential tolerability	 ✓ Reversible ✓ Minimal off-targets 	 Permanent Off-target edits 	 Potential to exacerbate lung disease due to knockdown 	 Potential immunogenicity

Korro's AATD candidates are antisense oligonucleotides delivered to liver cells encapsulated in a lipid nanoparticle vehicle

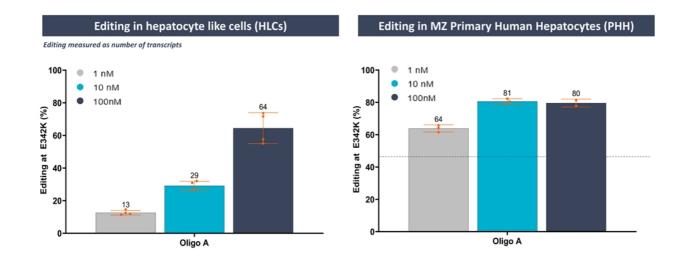
Key Attribute	Criteria	Status
In vitro activity	 >50% editing¹ in human cells with Z mutation 	\checkmark
<i>In vivo</i> activity	• >50% editing ¹ single dose in PiZ transgenic mice	✓
Durability	• QW dosing in PiZ mice with >50% editing	✓
Translation in NHPs	 Editing in WT SERPINA1 in multiple NHPs NHPs don't harbor E342K mutation 	✓
Safety	Clean tolerability profile	Data pending
СМС	 CMC scaling line of sight in the range of 3-6 months 	\checkmark



¹Editing measured as number of transcripts

>50% editing achieved in the right system – human gene with human ADAR

In vitro

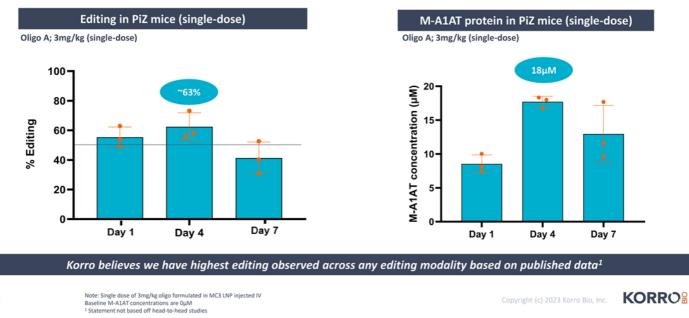


*+IFN due to the low baseline expression of ADAR in HLCs Note: transfected with RNAiMAX with 1U/ul of IFN, editing measured at 48 hours post transfection via amplicon-seq Copyright (c) 2023 Korro Bio, Inc.

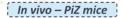
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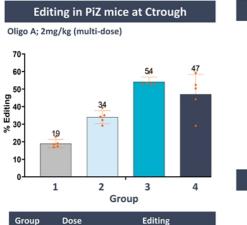
Demonstrated >50% editing in PiZ mice model of AATD with a single dose achieving high levels of corrected protein

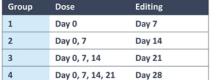
In vivo – PiZ mice

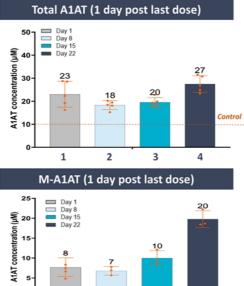


Potential to provide liver benefit by clearing aggregation and preventing further lung damage due to level of M-A1AT in secretion







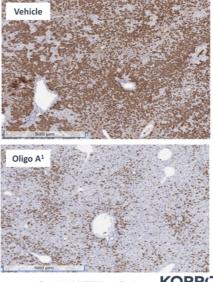


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Reduction in Z-A1AT at Day 28



Note: 2mg/kg oligo formulated in MC3 LNP injected IV in QW in 4 weeks Editing measured 7-days after dose ³ Represents Group 4 histology at day 28

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Upcoming milestones

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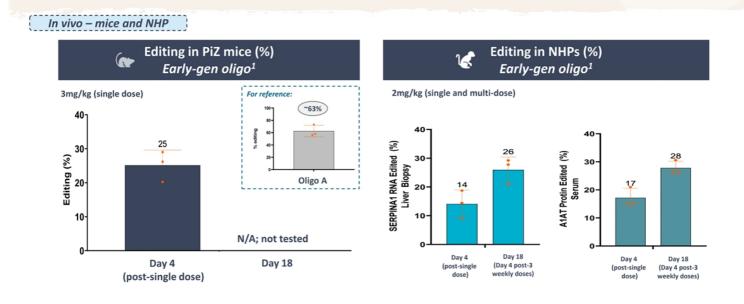
Milestone	Timing
Expected close of reverse merger and concurrent \$117M private financing	4Q 2023
Nominate a development candidate for AATD program	2H 2023
Submit regulatory filing	2H 2024
Potential interim clinical data readout for AATD	2H 2025

Editing in NHPs

203.20

(Gene = SERPINA1)

Editing of SERPINA1 coding region in NHPs and PiZ model showed correlation



Correlation observed for RNA editing between mouse and NHP, and RNA editing to edited circulating protein in NHP



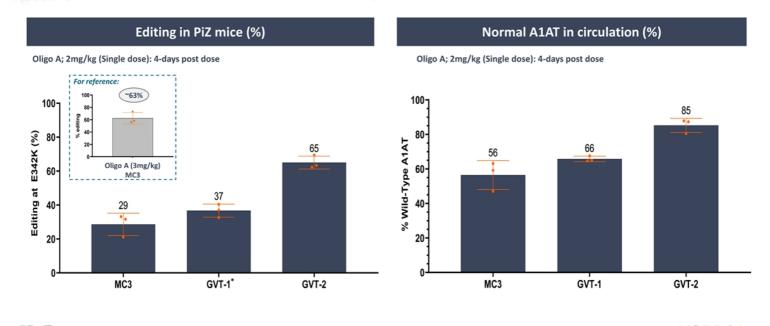
Note: Oligo formulated in MC3 LNP injected IV QW Editing measured 4-days post dose in NHP (i.e. Ctrough) ¹ Does not contain the latest chemistries to enhance durability and stability but supports prediction

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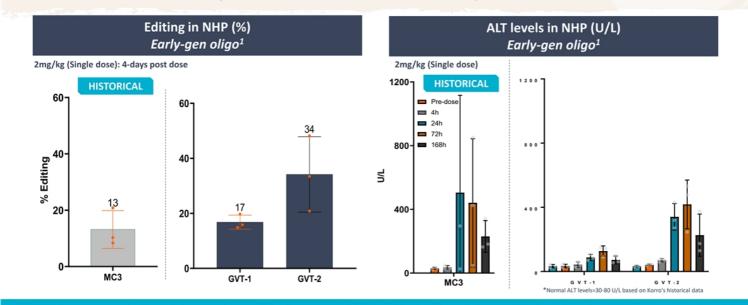
Editing with Korro Oligo in Genevant LNP

Korro's Oligo A in Genevant LNP has demonstrated potential for increased editing efficiency and normal A1AT in PiZ mice



Note: 2mg/kg oligo formulated in referenced LNP injected IV; Circulating liver enzyme (ALT/AST) data pending * External data support being able to dose up to 15mg/kg in a single dose

Editing of SERPINA1 coding region in NHPs with Korro's oligo in a Genevant LNP has demonstrated potential for enhanced therapeutic index

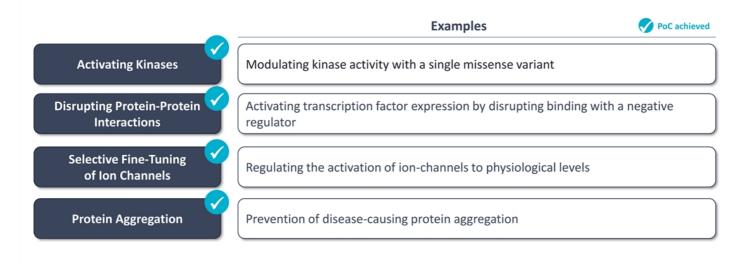


(1) GVT-1 generates similar editing results to clinically approved MC3, with significantly lower ALT elevation (2) GVT-2 generates >2x editing results more than the clinically approved MC3, with similar ALT elevation



Note: Oligo formulated in LNP Injected IV MC3 at 2mg/kg is historical data ran in separate prior experiment ¹ Does not contain the latest chemistrice sto enhance durability and stability but supports prediction

Opportunity to bring ground-breaking therapeutic option for patients based on single-nucleotide-variants



Continuously assessing targets and indications with high technical, clinical, and commercial feasibility

28

Uniquely positioned to expand the frontier of genetic medicines through RNA editing

Experienced management team: Proven track record supported by an expert BoD and SAB with experience building genetic medicines companies

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