

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Pande Vijay Satyanand</u>  (Last) (First) (Middle) C/O BIOAGE LABS, INC. 1445A SOUTH 50TH STREET  (Street) RICHMOND CA 94804  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/25/2024	3. Issuer Name and Ticker or Trading Symbol <u>BioAge Labs, Inc. [ BIOA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	855,972	(1)	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Series B Preferred Stock	(5)	(5)	Common Stock	413,100	(5)	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Series C Preferred Stock	(6)	(6)	Common Stock	189,609	(6)	I	AH Bio Fund III, L.P. <sup>(3)(4)(7)</sup>
Series D Preferred Stock	(8)	(8)	Common Stock	655,294	(8)	I	AH Bio Fund IV, L.P. <sup>(3)(4)(9)</sup>

**Explanation of Responses:**

- Pursuant to the Issuer's Restated Certificate of Incorporation, each share of Series A-1 Convertible Preferred Stock may be converted, at the option of the holder, at any time. In connection with the completion of the Issuer's initial public offering of its Common Stock, each share of Series A-1 Convertible Preferred Stock shall automatically convert into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.
- The securities reported in this row are held by AH Bio Fund I, L.P. for itself and as nominee for AH Bio Fund I-B, L.P. (collectively, the "AH Bio Fund I Entities"). AH Equity Partners Bio I, L.L.C. ("AH EP Bio I") is the general partner of the AH Bio Fund I Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.
- The managing members of each of: (i) AH EP Bio I; (ii) AH EP Bio III; and (iii) AH EP Bio IV (collectively, the "AH Bio GP Entities") are Marc Andreessen and Ben Horowitz, and each of them may be deemed to share voting and investment discretion with respect to securities directly held by the AH Bio Fund Entities.
- The reporting person serves as one of the members of the AH Bio GP Entities, but he disclaims the existence of a "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), and disclaims beneficial ownership of the securities directly held by the AH Bio Fund Entities, and this report shall not be deemed an admission that he is the beneficial owner of the securities reported herein for purposes of Section 16 of the Exchange Act, or for any other purpose, except to the extent of his pecuniary interest therein.
- Pursuant to the Issuer's Restated Certificate of Incorporation, each share of Series B Convertible Preferred Stock may be converted, at the option of the holder, at any time. In connection with the completion of the Issuer's initial public offering of its Common Stock, each share of Series B Convertible Preferred Stock shall automatically convert into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.
- Pursuant to the Issuer's Restated Certificate of Incorporation, each share of Series C Convertible Preferred Stock may be converted, at the option of the holder, at any time. In connection with the completion of the Issuer's initial public offering of its Common Stock, each share of Series C Convertible Preferred Stock shall automatically convert into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.
- The securities reported in this row are held by AH Bio Fund III, L.P., for itself and as nominee for AH Bio Fund III-B, L.P. and AH Bio Fund III-Q, L.P. (collectively, the "AH Bio Fund III Entities"). AH Equity Partners Bio III, L.L.C. ("AH EP Bio III") is the general partner of the AH Bio Fund III Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.
- Pursuant to the Issuer's Restated Certificate of Incorporation, each share of Series D Convertible Preferred Stock may be converted, at the option of the holder, at any time. In connection with the completion of the Issuer's initial public offering of its Common Stock, each share of Series D Convertible Preferred Stock shall automatically convert into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.

9. The securities reported in this row are held by AH Bio Fund IV, L.P., for itself and as nominee for: (i) AH Bio Fund IV-B, L.P.; (ii) AH 2022 Annual Fund, L.P.; (iii) AH 2022 Annual Fund-B, L.P.; (iv) AH 2022 Annual Fund-QC, L.P.; and (v) CLF Partners III, LP (collectively, the "AH Bio Fund IV Entities" and, together with the AH Bio Fund I Entities and the AH Bio Fund III Entities, the "AH Bio Fund Entities"). AH Equity Partners Bio IV, L.L.C. ("AH EP Bio IV") is the general partner of the AH Bio Fund IV Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.

/s/ Dov A. Goldstein as  
attorney-in-fact

09/25/2024

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kristen Fortney, Dov A. Goldstein, and Shane Barton (each, an “*Attorney-in-Fact*”), as long as such individual is providing services to BioAge Labs, Inc., a Delaware corporation (the “*Company*”), acting individually, as the undersigned’s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company, Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 (as amended, the “*Exchange Act*”), and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4, and 5, and any amendments thereto, and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, if required; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact’s discretion.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the Attorney-in-Fact may rely entirely on information furnished orally or in writing by the undersigned to the Attorney-in-Fact. The undersigned also agrees to indemnify and hold harmless the Company and the Attorney-in-Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to the Attorney-in-Fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4, or 5 (including amendments thereto) and agrees to reimburse the Company and the Attorney-in-Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of, and transactions in securities issued by, the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 22<sup>nd</sup> day of July, 2024.

By: /s/ Vijay S. Pande  
Name: Vijay S. Pande