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

SCHEDULE 14D-9

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

CHEMBIO DIAGNOSTICS, INC.
(Name of Subject Company)

CHEMBIO DIAGNOSTICS, INC.
(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

163572209
(CUSIP Number of Class of Securities)

Richard L. Eberly
Chief Executive Officer and President
Chembio Diagnostics, Inc.
555 Wireless Blvd.
Hauppauge, NY 11788
(631) 924-1135

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the person filing statement)

With copies to:
Sean M. Jones
Julie F. Rizzo
K&L Gates LLP
300 South Tryon St, Suite 1000
Charlotte, NC 28202
(704) 331-7406

☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 filing consists of certain communications relating to the proposed acquisition of Chembio Diagnostics, Inc., a Nevada corporation (“Chembio” or the “Company”) by Biosynex SA, a French société anonyme (“Biosynex”), and Project Merci Merger Sub, Inc., a Nevada corporation and wholly-owned indirect subsidiary of Biosynex (“Merger Sub”) pursuant to the terms and subject to the conditions of an Agreement and Plan of Merger, dated as of January 31, 2023 (the Merger Agreement”), by and among the Company, Biosynex and Merger Sub. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions described therein, Merger Sub will commence a tender offer (the “Offer”) to purchase all of the outstanding shares of common stock of Chembio, par value \$0.01 per share, for \$0.45 in cash without interest and less any applicable taxes required to be deducted or withheld in respect thereof. If the conditions to the Offer are satisfied and the Offer closes, Merger Sub would acquire any remaining Chembio shares by a merger of Merger Sub with and into Chembio (the “Merger”), with Chembio surviving the Merger as a wholly-owned indirect subsidiary of Biosynex.

This Schedule 14D-9 filing consists of the following documents relating to the proposed Offer and the Merger:

- (i) Commercial Procurement Talking Points, first used January 31, 2023.
- (ii) CEO Email to All Employees, first used January 31, 2023.
- (iii) Employee FAQs, first used January 31, 2023.
- (iv) Letter to Customers and Vendors, first used January 31, 2023.

The information set forth under Items 1.01, 8.01 and 9.01 of the Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on January 31, 2023 (including all exhibits attached thereto) is incorporated herein by reference.

Additional Information and Where to Find It

This filing relates to a pending business combination between Biosynex and Chembio. The tender offer referenced in this filing has not yet commenced. This filing is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell shares of Chembio, nor is it a substitute for any tender offer materials that the parties will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Biosynex and its acquisition subsidiary will file a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, and Chembio will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. Each of Biosynex and Chembio also plan to file other relevant documents with the SEC regarding the proposed transaction. CHEMBIO STOCKHOLDERS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS), THE SOLICITATION / RECOMMENDATION STATEMENT AND OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO ANY OF THE FOREGOING DOCUMENTS, CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF CHEMBIO SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES. The Solicitation/Recommendation Statement, the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents will be sent to all of Chembio’s stockholders at no expense to them. The tender offer materials and the Solicitation / Recommendation Statement will also be made available for free on the SEC’s website at www.sec.gov or from the information agent named in the tender offer materials. Copies of the documents filed with the SEC by Biosynex will be available free of charge under the News heading of Biosynex’s website at <https://www.biosynex.com>. Copies of the documents filed with the SEC by Chembio will be available free of charge under the SEC filings heading of the Investors section of Chembio’s website at <https://chembio.com/investors>.

Cautionary Statement Regarding Forward Looking Statements

This filing contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements involve inherent risks and uncertainties and you are cautioned that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statement. These statements can otherwise be identified by the use of words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “feel,” “forecast,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “would,” “will,” and similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The forward-looking statements contained in this filing include, but are not limited to, statements related to Biosynex’s and Chembio’s plans, objectives, expectations and intentions with respect to the proposed transaction and the combined company, the anticipated timing of the proposed transaction, the conditions precedent to the closing of the proposed transaction and the potential impact the transaction will have on Chembio or Biosynex and other matters related to either or both of them. The forward-looking statements are based on assumptions regarding current plans and estimates of management of Biosynex and Chembio. Such management believes these assumptions to be reasonable, but there is no assurance that they will prove to be accurate.

Factors that could cause actual results to differ materially from those described in this filing include, among others: changes in expectations as to the closing of the transaction including timing and changes in the method of financing the transaction; the satisfaction of the conditions precedent to the consummation of the proposed transaction (including a sufficient number of Chembio shares being validly tendered into the tender offer to meet the minimum condition); the risk of litigation and regulatory action related to the proposed transactions; expected synergies and cost savings are not achieved or achieved at a slower pace than expected; integration problems, delays or other related costs; retention of customers and suppliers; and unanticipated changes in laws, regulations, or other industry standards affecting the companies; and other risks and important factors contained and identified in Chembio’s filings with the SEC, including its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

The foregoing list of factors is not exhaustive. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in Chembio’s Annual Reports on Form 10-K and its quarterly reports on Form 10-Q, as well as other filings with the SEC. Forward-looking statements reflect the analysis of management of Biosynex and Chembio as of the date of this filing. Neither Biosynex nor Chembio undertakes to update or revise any of these statements in light of new information or future events, except as expressly required by applicable law.

Exhibit Index

- [99.1](#) Commercial Procurement Talking Points, first used January 31, 2023.
 - [99.2](#) CEO Email to All Employees, first used January 31, 2023.
 - [99.3](#) Employee FAQs, first used January 31, 2023.
 - [99.4](#) Letter to Customers and Vendors, first used January 31, 2023.
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For Internal Use Only; Not for Distribution**Your Role and Guidelines**

As leaders of Chembio, you will play an important role in communicating with our customers, vendors, and partners about the benefits of this proposed combination and what it means for them, as well as what they can expect moving forward. We have included the following materials in this toolkit to ensure that you are well-equipped for these conversations:

- **Talking points** for use with customers / vendors / partners
- **Q&A** for use on a reactive basis as needed

These documents have been approved by legal counsel. Therefore, it is important that you do not in any way add to, or alter, these materials or any other communications you may receive in the future regarding this combination.

As you communicate with customers, vendors and partners about this announcement, please keep the following in mind:

“Do’s and Don’t’s”

✓ **DO remain optimistic, confident and forward looking.** Remember that the way you speak about this proposed combination will impact how others respond. This is exciting news for Chembio, and it’s important that you stay positive and forward-looking.

✓ **DO stay on message.** We have provided talking points below to guide conversations you may have with customers, vendors and partners. To ensure we are being consistent in our communications about this announcement, please stick to these approved messages. Continue to do your job as in the past.

✓ **DO remain focused.** While there is a lot to be excited about, please keep in mind, and remind your teams, that today’s announcement is just the first step. The combination with Biosynex is expected to close by the end of the first quarter of 2023, subject to customary closing conditions, and until then we will continue to operate as separate companies.

✓ **DO reassure our stakeholders we are operating as usual.** We want to ensure that this is a seamless transition for all of our stakeholders. It’s business as usual at Chembio, and our customers, vendors and partners should not expect any changes to how we work with them between now and when we complete our proposed combination. Chembio will continue to operate independently of Biosynex until then.

× **DON’T stray from the approved messages.** The documents we are providing include all the relevant details concerning the proposed combination with Biosynex that we have at this time. It is only “Day 1,” and if you receive questions that cannot be answered with the materials provided, it is perfectly acceptable to say: “This was just announced. Let me look into that and see if I’m able to provide more information.”

× **DON’T share sensitive information.** Per our usual policies, do not share confidential information with people outside Chembio.

× **DON’T engage with Biosynex employees unless you’ve been expressly authorized to do so as part of the integration planning process.** Please note that this includes interacting with Biosynex employees via social media.

Customer / Vendor / Partner Talking Points

- I'm calling today to make sure you heard the news from us directly.
- Chembio announced that it has entered into an agreement to be acquired by Biosynex.
- I'll email you a copy of the press release if you haven't seen it.
- We're very excited about this announcement. The acquisition of Chembio will help strengthen Chembio's focus on infectious disease assays covering sexually transmitted infections, respiratory viruses and fever and tropical disease, built on the DPP, SURE CHECK and STAT-PAK proprietary, accurate and easy-to-use technology platforms.
- Further, we believe the acquisition will bring increased scale in sales, marketing, product, and development to strengthen Chembio's offering to existing partners.
- We're committed to keeping our valuable relationship with you and will provide updates, as appropriate.
- I can't thank you enough for your contribution to Chembio's success!

Customer / Partner Q&A

1. What was announced?

- Chembio announced that we have entered into a definitive merger agreement under which Biosynex SA ("Biosynex"), a French market leader specializing in the design and distribution of rapid tests, through a subsidiary, will acquire Chembio in an all-cash transaction valued at \$17.2 million.
- Further, we believe the acquisition will bring increased scale in sales, marketing, implementation, product, and development to strengthen Chembio's offering to existing partners.
- Until we complete the proposed combination with Biosynex, Chembio and Biosynex will continue to operate as independent companies and there will be no changes to how we work with you.

2. Who is Biosynex?

- Biosynex is a French market leader specializing in the design and distribution of rapid tests. They are headquartered in Strasbourg, France, and their tests are commercialized in over 90 countries through local distributors.
- Our businesses are complementary both geographically and commercially.
- We are very excited about this combination. We believe the acquisition will bring increased scale in sales, marketing, implementation, product, and development to expand Chembio's offering to existing partners.

3. What does this proposed combination mean for customers / partners?

- Chembio's differentiated tests enhance the Biosynex rapid diagnostic portfolio. Chembio's sexually transmitted infection, tropical and fever and respiratory assays complement Biosynex's current virology portfolio to create a more comprehensive offering. The Chembio commercial infrastructure broadens the Biosynex footprint globally. The combined commercial team and distribution partners expand Biosynex's presence in the United States, Brazil, Africa and Asia as well as bolster Biosynex's European network.
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- We are dedicated to making this combination as seamless as possible for all customers and partners and remain focused on continuing to deliver the same level of exceptional service that you've come to expect from us.

- We're committed to keeping our valuable relationship with you and will provide updates, as appropriate.

4. What differences should we expect?

- We will continue to deliver the same level of exceptional service that you've come to expect from us.

- We believe the proposed combination will bring increased scale in sales, marketing, implementation, product, and development to enhance Chembio's offering to existing partners.

- We're committed to keeping our valuable relationship with you and will provide updates, as appropriate.

5. What will happen to my current contracts?

- Until the close of the proposed combination with Biosynex, Chembio and Biosynex will continue to operate as separate, independent companies, and we will provide updates, as appropriate.

- It is early days and we've just announced this combination. As we work towards closing and integration, we will be in touch with you with more details about our combined services and offerings.

6. Will my contact at Chembio change?

- No. We will continue to deliver the same level of exceptional service that you've come to expect from us.

7. What are the next steps in the integration planning process? When will we know more about the post-closing details?

- We expect that the proposed combination with Biosynex will close by the end of the first quarter of 2023, subject to customary closing conditions.

- Until the close of the proposed combination, Chembio and Biosynex will continue to operate as independent companies and there will be no changes to how we work with you.

- It is early days and we've just announced this combination. As we work towards closing and integration, we will be in touch with you with more details about our combined services and offerings.

8. Where can I find additional information?

- For more information on the announcement, please refer to the press release available on our website.

- As we work towards closing and integration, we will be in touch with you with more details about our combined services and offerings.

If a customer / partner asks a question that you do not know the answer to, please tell them: "It is early in the process, and we do not have all the answers right now. I will do my best to get an answer and follow up with you."

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Subject: Exciting Next Step for Chembio!

Dear Chembio Colleagues,

Today marks the beginning of an exciting next step for Chembio! As just announced publicly, we have entered into a definitive agreement to be acquired by Biosynex SA (“Biosynex”), under which Biosynex, through a subsidiary, will acquire Chembio for \$0.45 per share, representing a premium of 27% compared to the closing price of Chembio stock on January 30, 2023, in an all-cash transaction valued at \$17.2 million. More details are included in the press release [\[insert hyperlink\]](#) issued today.

The acquisition combines two leading rapid diagnostic test companies. Each company specializes in the development, manufacturing and marketing of point-of-care diagnostic tests for the professional and at home markets. Our focus is on infectious disease assays covering sexually transmitted infections, respiratory viruses and fever and tropical disease, built on the DPP, SURE CHECK and STAT-PAK proprietary, accurate and easy-to-use technology platforms. Biosynex, based in France, provides pharmacies and professional healthcare settings with a diversified portfolio of rapid tests covering different market segments including infectious disease and women’s health tests, Point of Care devices and molecular diagnostics systems. The acquisition is expected to close by the end of the first quarter of 2023 subject to customary closing conditions. Following completion of the acquisition, Biosynex will operate Chembio and its 100% owned German, Brazil and Malaysia subsidiaries as a wholly owned group.

The backing of Biosynex will enable Chembio to secure its financial needs and the synergies expected from this operation are aiming at returning the business to profitability which benefits customers, employees and patients, while creating value as the combined company can offer the expertise, scale and resources to expand the impact of Chembio’s technology.

Next Steps – Town Hall Meetings

Please join me along with other members of Executive Leadership team tomorrow for Town Hall meetings. An invite will be sent out shortly.

As for next steps, we expect to complete this combination with Biosynex by the end of the first quarter of 2023, subject to customary closing conditions. I want to emphasize that until then, Chembio and Biosynex will continue to operate as separate companies, and it’s business as usual. Your role and day-to-day responsibilities remain unchanged, and we’re counting on you to continue building on the strong momentum we have underway. We’re also committed to keeping you informed as best we can throughout this process. An FAQ is also attached in this email and feel free to direct any questions to your respective Executive Leadership Team manager. Until the transaction is completed, we continue as a public company and all company guidelines must continue to be followed.

Today’s announcement is a testament to the incredible people and technology at Chembio. It’s due to your dedication to serving our customers and delivering quality products - every single day! I couldn’t be prouder of the company we have built together and excited for Chembio’s future.

Best Regards,

Rick

People Managers: Please provide copies to your direct reports that do not have email access – Thanks.

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**INTERNAL DISTRIBUTION ONLY. TO BE ATTACHED TO THE EMPLOYEE EMAIL AS A PDF AND
DISTRIBUTED TO EMPLOYEES, AS NECESSARY****1. What was announced?**

- Chembio announced that we have entered into a definitive merger agreement under which Biosynex SA (“Biosynex”), a French market leader specializing in the design and distribution of rapid tests, through a subsidiary, will acquire Chembio for \$0.45 per share, representing a premium of 27% compared to the closing price of Chembio stock on January 30, 2023, in an all-cash transaction valued at \$17.2 million.

2. Who is Biosynex?

- Biosynex is a French market leader specializing in the design and distribution of rapid tests. They are headquartered in Strasbourg, France, and their tests are commercialized in over 90 countries through local distributors.

3. How does this transaction benefit Chembio employees?

- The acquisition by Biosynex provides an exciting opportunity to accelerate access to broader international markets, funding for product innovation and capital required to meet Chembio’s financial obligations.

4. How will this transaction benefit customers?

- This transaction is expected to leverage the combined commercial footprints to bring products more efficiently to market. It will build on Chembio’s infectious disease assays covering sexually transmitted infections, respiratory viruses and fever and tropical disease and Biosynex’s current virology and other portfolio products. Combining the experience of two industry leaders to drive product innovation and development along with global regulatory expertise will help to continue expansion of each company’s product portfolio.

5. How do the cultures of the two companies compare?

- One of the reasons we determined Biosynex is the right partner for us is because we have complementary culture and values. Biosynex shares our passion to develop, manufacture and market rapid diagnostics for screening, diagnosis and prevention to facilitate patient care and monitor health.
- Biosynex’s commitment to shaping positive change goes beyond diagnostics, and it takes an active role in providing healthcare professionals and individuals with innovative diagnostic solutions intended to accelerate care.
- Like Chembio, Biosynex views its people as its strongest assets and is acquiring our company because it sees the value in the portfolio of diagnostic solutions and technology platforms we have developed.

6. When will the transaction be completed? What are the closing conditions?

- The transaction is expected to close by the end of the first quarter of 2023 subject to customary closing conditions.
 - Until then, Chembio and Biosynex will continue to operate as separate, independent companies.
 - This means we will continue to operate as usual, and we should all remain focused on the work we do every day.
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7. Will there be any layoffs as a result of this transaction?

- Our businesses are complementary in a number of ways including commercial and manufacturing geographies. Our talented and experienced team was one of the main reasons Biosynex was interested in acquiring Chembio, and our team members will play a critical role in the combined company success.
- Details will be worked out as part of the integration planning process and communicated accordingly.

8. Will there be any changes to my compensation and benefits?

- Until we complete the transaction, Chembio and Biosynex will continue to operate as separate companies, including with respect to compensation and benefits.
- More information will be forthcoming as we advance. We're committed to keeping you informed throughout this process and will communicate updates and major developments, as appropriate.

9. What will happen to our offices and facilities?

- Until we complete the transaction, Chembio and Biosynex will continue to operate as separate companies.
- Details will be worked out over the coming months as part of the integration planning process. We're committed to keeping you informed throughout this process and will communicate updates and major developments, as appropriate.

10. Will there be changes to our management team as a result of this announcement?

- This combination is about profitability and growth, and we expect Chembio colleagues will be part of the combined company's future success.
- Additional details regarding the organizational structure will be determined as part of the integration planning process.

11. Can I trade Chembio stock between now and the completion of the combination?

- Please refer to our company's existing guidelines on trading policies [\[Insert Link\]](#)

12. What will happen to my restricted stock units and stock options?

- Upon the completion of the transaction, outstanding restricted stock units will become fully vested and you will be entitled to a cash payment at the acquisition price per share.
- All outstanding options are currently "underwater" (i.e., have an exercise price greater than the \$0.45 per share price in the acquisition) and will be cancelled upon the completion of the combination.

13. How soon can I reach out to contacts at Biosynex?

- You should not engage with Biosynex employees unless you've been expressly authorized to do so as part of the integration planning process. Please note that this includes interacting with Biosynex employees via social media.
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14. Can I post about this combination on social media?

- Given the nature of this announcement, all social media posts regarding our combination with Biosynex must first be approved by Chuck Caso, Global Commercial Operations. We encourage you to “like”, retweet or share Chembio’s posts, to the extent any such posts are made, to spread the good news.
- Please note, however, that you may not post your own views or commentary on our combination with Biosynex beyond what Chembio has officially shared already, even if the content is supportive or benign, or seems factually accurate.
- Do not engage with other social media users (e.g. by responding to comments or tweeting “at” someone or liking or retweeting any non-Chembio posts) regarding our combination with Biosynex.
- As a reminder, only authorized members of the leadership team are permitted to engage with the media on Chembio’s behalf.

15. What should I tell customers or partners who ask about this combination?

- The executive team and commercial team leadership will be reaching out to our top customers and partners directly to share the news.
- If you receive an inquiry from a customer or a partner and are unsure how to respond, please refer them to the press release posted on our website.

16. What should I do if I’m contacted by members of the media about this combination?

- If you receive inquiries from the media or other external parties about this announcement, please do not comment (even just to confirm statements that appear factually accurate or benign) and instead direct them to Rick Eberly, CEO or Larry Steenvoorden, CFO.

17. What happens next? Who can I contact if I have additional questions?

- We expect to complete the combination with Biosynex by the end of the first quarter of 2023, subject to customary closing conditions.
 - Until then, Chembio and Biosynex will continue to operate as separate, independent companies and your role and responsibilities remain unchanged. We’re committed to keeping you informed throughout this process and will provide updates around key milestones and major developments, as appropriate.
 - You should not engage with Biosynex employees unless you’ve been expressly authorized to do so as part of the integration planning process. Please note that this includes interacting with Biosynex employees via social media.
 - If you have questions or concerns beyond what is provided in this FAQ, please contact your respective Executive Leadership Team manager.
 - We will continue to keep you updated on important developments as we move through the transaction process.
-

Additional Information and Where to Find It

This communication relates to a pending business combination between Biosynex and Chembio. The tender offer referenced in this communication has not yet commenced. This communication is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell shares of Chembio, nor is it a substitute for any tender offer materials that the parties will file with the U.S. Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time the tender offer is commenced, Biosynex and its acquisition subsidiary will file a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, and Chembio will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. Each of Biosynex and Chembio also plan to file other relevant documents with the SEC regarding the proposed transaction. CHEMBIO STOCKHOLDERS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS), THE SOLICITATION / RECOMMENDATION STATEMENT AND OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO ANY OF THE FOREGOING DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF CHEMBIO SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES. The Solicitation/Recommendation Statement, the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents will be sent to all of Chembio’s stockholders at no expense to them. The tender offer materials and the Solicitation / Recommendation Statement will also be made available for free on the SEC’s website at www.sec.gov or from the information agent named in the tender offer materials. Copies of the documents filed with the SEC by Biosynex will be available free of charge under the News heading of Biosynex’s website at <https://www.biosynex.com>. Copies of the documents filed with the SEC by Chembio will be available free of charge under the SEC filings heading of the Investors section of Chembio’s website at <https://chembio.com/investors>.

Cautionary Statement Regarding Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements involve inherent risks and uncertainties and you are cautioned that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statement. These statements can otherwise be identified by the use of words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “feel,” “forecast,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “would,” “will,” and similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The forward-looking statements contained in this communication include, but are not limited to, statements related to Biosynex’s and Chembio’s plans, objectives, expectations and intentions with respect to the proposed transaction and the combined company, the anticipated timing of the proposed transaction, the conditions precedent to the closing of the proposed transaction, and the potential impact the transaction will have on Chembio or Biosynex and other matters related to either or both of them. The forward-looking statements are based on assumptions regarding current plans and estimates of management of Biosynex and Chembio. Such management believes these assumptions to be reasonable, but there is no assurance that they will prove to be accurate.

Factors that could cause actual results to differ materially from those described in this communication include, among others: changes in expectations as to the closing of the transaction including timing and changes in the method of financing the transaction; the satisfaction of the conditions precedent to the consummation of the proposed transaction (including a sufficient number of Chembio shares being validly tendered into the tender offer to meet the minimum condition); the risk of litigation and regulatory action related to the proposed transactions; expected synergies and cost savings are not achieved or achieved at a slower pace than expected; integration problems, delays or other related costs; retention of customers and suppliers; and unanticipated changes in laws, regulations, or other industry standards affecting the companies; and other risks and important factors contained and identified in Chembio’s filings with the SEC, including its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

The foregoing list of factors is not exhaustive. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in Chembio’s Annual Reports on Form 10-K and its quarterly reports on Form 10-Q, as well as other filings with the SEC. Forward-looking statements reflect the analysis of management of Biosynex and Chembio as of the date of this communication. Neither Biosynex nor Chembio undertakes to update or revise any of these statements in light of new information or future events, except as expressly required by applicable law.

Dear [Valued Customer / Partner],

Chembio announced the exciting news that it has entered into an agreement to be acquired by Biosynex SA (“Biosynex”) (EPA: ALBIO). A copy of the press release is attached.

This is an important milestone in Chembio’s ongoing journey. The acquisition combines two leading rapid diagnostic test companies. Each company specializes in the development, manufacturing and marketing of point-of-care diagnostic tests for the professional and at home markets. Chembio, based in the United States, focuses on infectious disease assays covering sexually transmitted infections, respiratory viruses and fever and tropical disease, built on the DPP, SURE CHECK and STAT-PAK proprietary, accurate and easy-to-use technology platforms. Biosynex, based in France, provides pharmacies and professional healthcare settings with a diversified portfolio of rapid tests covering different market segments including infectious disease and women’s health tests, Point of Care devices and molecular diagnostics systems. The acquisition is expected to close by the end of the first quarter of 2023 subject to customary closing conditions. Following completion of the acquisition, Biosynex will operate Chembio and its 100% owned German, Brazil and Malaysia subsidiaries as a wholly owned group.

We’re committed to keeping our valuable relationship with you and will provide updates, as appropriate.

On behalf of the entire Chembio team, we thank you for your continued partnership and trust as we take this important next step. If you have any further questions, please don’t hesitate to reach out.

Sincerely,

[INSERT]

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