

Quantum Computing Inc. Announces Agreement to Acquire QPhoton Delivering First Commercially Available, Ready-to- Run Full-Stack Quantum Solutions

QPhoton's Design for Affordable and Accessible QPS in Combination with QCI's Ready-to-Run Qatalyst Software Positions QCI as the Only Quantum Provider for Non-Quantum Experts

LEESBURG, VA. – May 24, 2022 – [Quantum Computing Inc.](#) (“QCI” or the “Company”) (NASDAQ: QUBT), a leader in accessible quantum computing software, today announced that it has entered into a definitive agreement to acquire QPhoton, a quantum photonics innovation company that has developed a series of quantum photonic systems (QPS). The acquisition of QPhoton extends QCI’s offerings to accelerate the accessibility of quantum computing, and other powerful technologies, into easily deployable solutions today, and advances QCI into a full-spectrum quantum software and hardware company.

QPhoton’s QPS, including those for AI and optimization, operate at room temperature and maintain computational stability in a variety of application environments. These unique approaches eliminate the cost and complexity required by the hyper-cooled, tightly controlled environments required by other technology. QPhoton’s QPS is designed to be easily deployed and used at a substantially reduced total cost of ownership relative to competing offerings, while providing substantial quantum advantages.

The QPS for optimization work effectively with QCI’s [Qatalyst™](#) software, which is designed to eliminate the need for complex quantum programming and runs seamlessly across a variety of quantum computers. This combination sets QCI on a path to delivering a broadly accessible and affordable solution that can be used by non-quantum experts, anywhere, for real-world industry applications.

Qatalyst will continue to be a vendor-neutral software, supporting a variety of quantum computing platforms including D-Wave, IonQ, Oxford Quantum Circuits, Rigetti, and QPhoton, among others.

“This acquisition is key to QCI delivering on its commitment to be the democratizing force that empowers non-quantum experts to realize quantum value,” stated Robert Liscouski, CEO of QCI. “The combination of QPhoton’s powerful quantum processing technology and systems with QCI’s Qatalyst software significantly accelerates accessibility to quantum solutions for real business problems. Just a year ago this quantum functionality seemed far off. QCI, with QPhoton’s technology, will be launching ready-to-run anywhere, full-stack quantum systems that can deliver affordable, user-friendly solutions for real business problems to a much larger audience.”

“Joining forces with QCI is a momentous occasion in achieving my life’s work in delivering real quantum value to industry,” said Dr. Yuping Huang, CEO of QPhoton. “Our quantum hardware, which emphasizes turn-key and cost-effective operations, is an ideal match for QCI’s ready-to-run Qatalyst software and many other services that we are going to jointly develop and provide. This combination lays the groundwork for scalable quantum solutions to be incorporated into critical business activities and will operate seamlessly alongside classical technology today.”

[Dr. Huang](#), the Gallagher Associate Professor of Physics at Stevens Institute of Technology and the founding Director of the [Center for Quantum Science and Engineering](#), has developed a number of quantum techniques over the past few years based on over [\\$18 million of investment](#) from many US government agencies, including the Department of Defense, the National Science Foundation, and NASA. His research has led to the development of practical quantum and photonic technologies ranging from quantum networking, quantum biomedical imaging, quantum processing on a chip to quantum remote sensing.

“Through the planned acquisition of QPhoton and Dr. Huang’s continued leadership at the Center for Quantum Science and Engineering, we will work closely with Stevens Institute of Technology to provide additional opportunities to PhD, graduate and undergraduate physics students. This is a very important and exciting partnership for QCI,” Liscouski added.

“Stevens Institute of Technology is immensely proud that Professor Yuping Huang, QPhoton and QCI have reached this exciting point in their goal to make quantum capabilities broadly accessible to many industries,” said Nariman Farvardin, president of Stevens Institute of Technology. “Dr. Huang is a talented researcher and entrepreneur and a product of the fertile environment at Stevens that supports faculty in creating new technologies that have the potential to be major disruptors in industry and society.”

“It’s clear to me that the combination of QCI and QPhoton can deliver a quantum computer that will dramatically shift the accessibility of quantum systems and drive results sooner and more cost effectively,” said Paul Nashawaty, Senior Analyst at [Enterprise Strategy Group \(ESG\)](#). ESG, a division of TechTarget, is an IT analyst, research, validation, and strategy firm that provides market intelligence and actionable insight to the global IT community. “A special benefit of this merger is that the companies are broadening the user base to non-quantum experts who have been anxiously awaiting the opportunity to explore quantum-possible problems in areas like optimization, drug discovery and others. With a full-stack approach, QCI and QPhoton offer a unique opportunity to accelerate the delivery of practical quantum applications.

This is the same process that drove value in classical computing and we're seeing it now in quantum," added Nashawaty.

QPhoton will be a wholly-owned subsidiary of QCI, and Dr. Huang is expected to join QCI as a director and officer. Under the definitive agreement, at the closing of the proposed transaction, QCI will issue to QPhoton's stockholders aggregate merger consideration consisting of: 5,802,206 shares of QCI's common stock, 2,377,028 shares of a new series of QCI's preferred stock, convertible into 23,770,280 shares of common stock (subject to receipt of the approval of QCI's stockholders), and warrants exercisable, at a purchase price of \$0.0001 per share, to purchase up to 7,028,337 shares of common stock (subject to receipt of the approval of QCI's stockholders). The merger consideration is subject to adjustment under certain circumstances, such that it will represent in total approximately 49% of the total capital stock of QCI outstanding immediately following the closing. The transaction is expected to close during the third or fourth quarter of 2022 and is subject to customary and other closing conditions, including QCI obtaining a final order from the Court of Chancery of the State of Delaware pursuant to Section 205 of the General Corporation Law of the State of Delaware.

The description of the transaction contained herein is only a summary and is qualified in its entirety by the reference to the definitive agreement entered into between QCI and QPhoton and other definitive agreements relating to the transaction. Additional information about the transaction will be provided in a Current Report on Form 8-K to be filed by QCI with the Securities and Exchange Commission and available at www.sec.gov.

To learn more about QCI and how Qatalyst can deliver results for your business today, go to www.quantumcomputinginc.com.

About Quantum Computing Inc.



Quantum Computing Inc. (QCI) (NASDAQ: QUBT) is accelerating the value of quantum computing for real-world business solutions. The company's flagship product, Qatalyst, is the first software to bridge the power of classical and quantum computing, hiding complexity and empowering SMEs to solve complex computational problems today. QCI's expert team in finance, computing, security, mathematics and physics has over a century of experience with complex technologies; from leading edge supercomputing, to massively parallel programming, to the security that protects nations. Connect with QCI on [LinkedIn](#) and [@QciQuantum](#) on Twitter. For more information about QCI, visit www.quantumcomputinginc.com.

About QPhoton

QPhoton is a quantum photonics innovation company. It develops and commercializes powerful quantum nanophotonic technology and systems to transform critical areas of industry, including healthcare, cybersecurity, finance, environment, and computer vision. QPhoton maintains a growing and diverse portfolio of patented nanophotonic and quantum technology, covering quantum sensing, imaging, information privacy, authentication, data analytics, and quantum photonic computing.

Important Cautions Regarding Forward-Looking Statements

This press release contains forward-looking statements as defined within Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. By their nature, forward-looking statements and forecasts involve risks and uncertainties because they relate to events and depend on circumstances that will occur in the near future. Those statements include statements regarding the intent, belief or current expectations of Quantum Computing Inc. (the "Company"), and members of its management as

well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Statements in this press release that are not descriptions of historical facts are forward-looking statements relating to future events, and as such all forward-looking statements are made pursuant to the Securities Litigation Reform Act of 1995. Statements may contain certain forward-looking statements pertaining to future anticipated or projected plans, performance and developments, as well as other statements relating to future operations and results. Any statements in this press release that are not statements of historical fact may be considered to be forward-looking statements. Words such as “may,” “will,” “expect,” “believe,” “anticipate,” “estimate,” “intends,” “goal,” “objective,” “seek,” “attempt,” “aim to,” or variations of these or similar words, identify forward-looking statements. Such statements include statements regarding the Company’s ability to consummate its planned acquisition of QPhoton, the anticipated benefits of such acquisition, and the Company’s ability to successfully develop, market and sell its products. Factors that could cause actual results to differ materially from those in the forward-looking statements contained in this press release include, but are not limited to, the parties’ potential inability to consummate the proposed transaction, including as a result of a failure to satisfy closing conditions to the proposed transactions; risks that QPhoton will not be integrated successfully; failure to realize anticipated benefits of the combined operations; potential litigation relating to the proposed transaction and disruptions from the proposed transaction that could harm the Company’s or QPhoton’s business; ability to retain key personnel; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including customers, employees and competitors; conditions in the capital markets; and those risks described in Item 1A in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, which is expressly incorporated herein by reference, and other factors as may periodically be described in the Company’s filings with the SEC. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed conditions.

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