Risk Factors Comparison 2024-03-26 to 2023-04-17 Form: 10-K

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Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this annual report, including our consolidated financial statements and the related notes and " Management' s Discussion and Analysis of Financial Condition and Results of Operations, " before deciding whether to invest in our common stock. The occurrence of any of the events or developments described below could materially and adversely affect our business, financial condition, results of operations and prospects. In such an event, the market price of our common stock could decline and you may lose all or part of your investment. RISKS RELATED TO OUR BUSINESS AND INDUSTRY We have incurred significant losses in the past and will experience losses in the future. We have incurred significant losses in the past and recorded a net loss of $ ~~24~~ **19** . ~~4~~ **2** million for the year ended December 31, ~~2022~~ **2023** , and $ ~~17~~ **24** . ~~5~~ **4** million for the year ended December 31, ~~2021~~ **2022** . As of December 31, ~~2022~~ **2023** , we had an accumulated deficit of $ ~~125~~ **145** . ~~8~~ **0** million. If we cannot make consistent progress toward future profitability, our business and our stock price may be adversely affected. Our ability to be profitable in the future depends upon continued demand for our products from existing and new customers. Further adoption of our products depends upon our ability to improve the quality of our products, enhance clinician and physician satisfaction, and increase efficiency and productivity. In addition, our profitability will be affected by, among other things, our ability to execute on our business strategy, the timing and size of customer contracts, the pricing and costs of our products, competitive offerings, macroeconomic conditions affecting the healthcare industry, ~~the lingering effects of the COVID- 19 pandemic,~~ our ability to improve automation and more efficiently deliver our services, and the extent to which we invest in sales and marketing, research and development and general and administrative resources. We may not have sufficient cash available to make interest or principal payments on our indebtedness when due, and we may be unable to find additional sources of capital to fund our operations. ~~On~~ **In** May ~~4,~~ 2022, we entered into a $ 25. 0 million senior term loan and accounts receivable line of credit facility under a Loan and Security Agreement ~~,~~ with Silicon Valley Bank **, which was subsequently amended on June 13, 2023** (the " Senior Secured Credit Facility Agreement ") ~~, the~~ **. The** proceeds ~~of which~~ **received under the Senior Secured Credit Facility Agreement** were used, in part, to pay off all our obligations under our previous loan and security agreement with Eastward Capital Management. The principal under the Senior Secured Credit Facility Agreement is to be repaid in twenty- four consecutive equal monthly installments starting in July **2024. In April of** 2023, **the Company raised** ~~unless we achieve our performance target of~~ $ ~~35~~ **11. 8** million **in net proceeds after direct financing costs** of ~~ARR by June 30~~ **$ 0. 2 million , from the issuance of 3, 125, 000 shares of common stock, a warrant to purchase 4, 375, 273 shares of common stock at an exercise price of $ 0. 0001 per share, and a warrant to purchase 1, 875, 069 common stock at an exercise price of $ 1. 75 per share. Additionally, in November of** 2023, ~~which delays~~ the **Company issued 7** ~~twenty- four equal monthly installments until January 2024. As of December 30~~ , ~~2020~~ **187** , ~~we had a~~ **500 shares of common stock and raised net proceeds of $ 26. 3 million, after underwriter' s commissions and direct financing costs of** $ 2. ~~2~~ **5** million **. As of December 31** ~~" Paycheck Protection Program " loan under the Promissory Note , dated April 11, 2020~~ **2023** , ~~with East West Bank (~~ the **Company' s existing sources** ~~" PPP Loan "). We submitted our loan forgiveness application in November 2020 in accordance with the federal guidelines for the forgiveness~~ of **liquidity included** ~~such loan, and we received notification that the full amount of the PPP Loan and accrued interest was forgiven on August 9, 2021. Our~~ cash **, cash equivalents** and restricted cash **of** ~~balance stood at~~ $ ~~22~~ **46. 3 million, plus up to $ 5** . 0 million ~~on December 31~~ **in incremental capital available through the SVB Loan Agreement** , ~~2022,~~ and ~~we also had~~ an ~~incremental~~ **additional** $ ~~10~~ **5** . 0 million **through a security purchase agreement with Redmile Group, LLC, which may be utilized starting in the second half** of **2024** ~~availability on our existing debt facility~~ . However, as we currently do not generate positive cash flow from operations, we cannot guarantee that we will have sufficient cash available to service our obligations under the Senior Secured Credit Facility Agreement when due. If we do not have sufficient cash flow from operations to service our debt, we will need to refinance our debt obligations or raise additional funding. There can be no assurance that we will be able to secure additional funding or refinance our existing debt on favorable terms, or at all. Our revenue has been concentrated in a small number of customers. Our revenue has been concentrated in a relatively small number of large customers, and we have historically derived a significant percentage of our total revenues from a few customers. For fiscal years ended December 31, **2023 and** 2022 ~~and 2021~~ , our three largest customers accounted for ~~45~~ **47** % and ~~54~~ **46** %, respectively, of our consolidated revenues. We expect that we will continue to depend upon a relatively small number of customers for a significant portion of our total revenues for the foreseeable future. If one or more of these customers terminate all or any portion of their agreement, or if we fail to procure additional commitments with these or similarly significant customers, there could be a material adverse effect on our business, financial condition, or results of operations. Additionally, mergers or consolidations among our customers could reduce the number of our customers and could adversely affect our revenues and sales. In particular, if our customers are acquired by entities that are not also our customers, that do not use our products, or that have more favorable contract terms and choose to discontinue, reduce or change the terms of their use of our products, our business and operating results could be materially and adversely affected. We depend on a limited number of MDS Vendors, and if we are unable to secure services from them, or the services they provide are inadequate, our business and operating results could be harmed. We depend on a limited number of MDS Vendors in India and Sri Lanka who provide, manage and supervise a significant proportion of the MDSs we depend upon for our business. Any loss or interruption in our relationship with any of these MDS Vendors could cause interruptions or delays in the delivery of our products to our customers, and this may force us to seek services from

alternative sources, either externally or internally, which may not have the required qualifications, or be available in time to meet demand or on commercially reasonable terms, if at all. In addition, any disruption in the ability of our MDS Vendors to secure services from MDSs could disrupt our offering. The failure to achieve and maintain high- quality standards, including high accuracy of medical notes, reduction in errors that may cause harm to patients and avoidance of delays in the delivery of medical notes, could seriously hurt our business. If our MDS Vendors fail to provide high quality services, we may incur additional costs and loss of revenues and harm to our reputation. We have limited control over the MDSs employed by our MDS Vendors and any significant interruption in the operation of the facilities where they are employed, including an interruption caused by our failure to successfully expand or upgrade our systems or to manage these expansions or upgrades, or a failure of our MDS Vendors to handle higher volumes of use or train new personnel adequately, could reduce our ability to provide services, which could result in canceled sales, loss of revenues, and damage to our brand and reputation. While we endeavor to ensure that our MDS Vendors and their MDSs comply with all of our corporate policies and practices, including privacy and data security practices, we have a limited ability to monitor and ensure compliance. If a Vendor deviates from these policies, our reputation with our customers may be harmed and we may incur liability from our customers or governmental agencies ~~. Owing to the global onset of the COVID- 19 pandemic in April 2020, many of the MDSs employed by our MDS Vendors were required to work from home to ensure their safety. Beginning in 2022, many of those MDS returned to work at their respective offices. To the extent MDSs are required to work from home, productivity may be negatively impacted. In addition, working from home can impact our ability to ensure compliance with our privacy and data security policies. Working from home also requires additional IT resources for both us and our MDS Vendors and sometimes results in the need to remotely train MDSs, which is more resource- intensive~~ . We depend on a number of technology providers, and if we are unable to source products from them then our business and operating results could be harmed. Our products incorporate multiple software components obtained from licensors on a non- exclusive basis, such as medically tuned ~~ASR~~ **STT software, LLMs, cloud hosting and storage, compliance** software, customer relations management software, and database and reporting software. Our license agreements can be terminated for cause. In many cases, these license agreements specify a limited term and are only renewable beyond that term with the consent of the licensor. If a licensor terminates a license agreement for cause, objects to its renewal or conditions renewal on modified terms and conditions, we may be unable to obtain licenses for equivalent software components on reasonable terms and conditions, including licensing fees, warranties or protection from infringement claims. Some licensors may discontinue licensing their software to us or support the software version used in our products. In such circumstances, we may need to redesign our products with substantial cost and time investment to incorporate alternative software components or be subject to higher royalty costs. Any of these circumstances could adversely affect the cost and availability of our products. Our product depends on our ability to operate within the EHR systems of our customers, and if we are unable to access **or integrate into** these systems then our operations, business, and operating results could be harmed. Any interruption in our ability to access our customer' s EHR systems, either due to software bugs, outages or changes in EHR licenses or policies, could interfere with our ability to update patient records. For example, in 2020, Epic instituted a privacy and security policy change that restricted the ability of non- U. S. vendors from accessing the EHR system for certain Epic customers unless grandfathered. While Epic has since re- evaluated this policy, the re- institution of this policy or other similar restrictions could affect our ability to serve future customers with our foreign- based MDS vendors, and thus, negatively impact our operations. Our significant international operations subject us to additional risks that can adversely affect our business results of operations and financial condition. While 100 % of our revenue is generated from ~~US~~ **U. S.** - based health systems and clinicians, we do have significant international operations, including in emerging markets such as Bangladesh, India and Sri Lanka, and we are continuing to expand our international operations as part of our growth strategy. As of December 31, ~~2022~~ **2023** , approximately ~~70~~ **74** % of our employees were in Bangladesh, where we provide service for a significant number of our clinicians, **perform** development activities, and **conduct** various support functions. As of December 31, ~~2022~~ **2023** , approximately ~~4~~ **11** % of our employees were in India, which we expect to grow significantly in ~~2023~~ **2024** due to the launch of our new wholly- owned service center in Bangalore in 2022. **We serve our clinicians through our MDS' s who are either employees of the Company or provided by outsourced services providers.** As of December 31, ~~2022~~ **2023** , **the percentage of our clinicians serviced by our employee MDS' s in** Bangladesh ~~served 38~~ **, the United States and India were 41** % **, 4 % and 4 %, respectively, and the percentage** of our clinicians ~~while our~~ **serviced by outsourced third- parties in** India **and Sri Lanka** ~~operations serviced nearly 1 %. The other clinicians~~ were ~~served out of India (~~44 % **and 7** ~~), Sri Lanka (4~~ % **, respectively** ~~) and the US (13 %)~~ . Our strategy to diversify geographical risk by operating out of several operating centers located in various cities throughout Asia may fail should we be unable to navigate the challenge of international operations. Operating in international markets, and particularly South Asia, requires significant resources and management attention and will subject us to regulatory, economic and political risks and competition that are different from those in the ~~United States~~ **U. S** . We cannot assure you that our international expansion efforts will be successful or that returns on such investments will be achieved in the future. In addition, our international operations may fail to succeed due to other risks inherent in operating businesses internationally, including: ●-● difficulties and costs associated with staffing and managing foreign operations; ●-● anti- bribery or corruption compliance by us or our partners; ●-● the potential diversion of management' s attention to oversee and direct operations that are geographically distant from our United States headquarters; ●-● compliance with multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy, and data protection laws and regulations; ●-● legal systems in which our ability to enforce and protect our rights may be different or less effective than in the U. S. and in which the ultimate result of dispute resolution is more difficult to predict; ●-● differences in workplace cultures; ●-● unexpected changes in regulatory requirements; ●-● our ability to comply with differing technical and certification requirements outside the U. S.; ●-● more limited protection for intellectual property rights in some countries; ●-● adverse tax consequences, including as a result of transfer pricing adjustments involving our foreign operations; ●-● fluctuations in currency exchange rates; and ●-● new and different sources of competition.

Our failure to manage any of these risks successfully could harm our existing and future international operations and seriously impair our overall business. If we fail to successfully develop and introduce new products and features to existing products, plus increase the automation of our current product **in an accurate and reliable manner** , our revenues, operating results, and reputation could suffer. Our success depends, in part, upon our ability to develop and introduce new products and to add features to existing products that meet existing and new customer requirements. We may not be able to develop and introduce new products or features on a timely basis or in response to customers' changing requirements. Similarly, our new products and features, including our investments in employing AI / ML in ~~Notebuilder~~ **our technology stack** , use of new streaming technology products, introduction of new service features, use of new hardware devices and enhanced EHR system integration efforts **, and Launch of our new product Augmedix Go** , may not sufficiently differentiate us from competing products such that customers can justify deploying our products. If we encounter setbacks in our efforts to employ AI / ML and other automation tools to increase our operating efficiency, **or if we employ AI / ML in a manner that reduces the accuracy or reliability of medical note creation,** our business may suffer **and we may be exposed to increased liability risks** . ~~We~~ **Additionally, we** expect to incur costs associated with the development and introduction of new products before the anticipated benefits or the returns are realized, if at all. We may experience technical problems and additional costs as we introduce new features to our platform and service, and the productivity and satisfaction of physicians and clinicians could decrease, which might result in decreased use of our **Augmedix** Live and ~~Notes~~ **Augmedix Go Assist** products. If any of these problems were to arise, our revenues, operating results, and reputation could suffer ~~. Due to the COVID- 19 pandemic and its variants, we took certain precautions to keep our employees and contractors safe. If reinstated, such measures could harm our business. In light of the uncertain and evolving situation relating to the COVID- 19 pandemic and its variants, we took measures intended to help minimize the risk of transmitting the virus to our employees and contractors, our customers and the communities in which we participate, which could negatively impact our business. In 2020 and 2021, these measures included temporarily requiring all non- essential employees to work remotely, suspending all non- essential travel worldwide for our employees, canceling, postponing or holding virtually company- sponsored events and discouraging employee attendance at industry events and in- person work- related meetings. In 2022, several of these aforementioned restrictions were removed. While we have a distributed workforce and our employees are accustomed to working remotely or working with other remote employees, our workforce is not fully remote. Under normal conditions, our employees travel frequently to establish and maintain relationships with one another and with our customers, partners and investors. Some of our U. S.- based and internationally- based MDSs still work remotely, which may have an adverse impact on our business due to decreased morale among MDSs, increased strain on IT systems, increased difficulty in ensuring compliance with our data security and compliance policies, and increased difficulty in the training, development and recruitment of new MDSs. Our ability to service our customers with MDSs working remotely is contingent upon the consent of our customers, which some customers may not provide in the future as conditions improve and the perceived need for such arrangements diminishes. Although we continue to monitor the situation, including local guidance, and have implemented a return to office plan, the COVID- 19 pandemic remains unpredictable, and the emergence of other variants could require that we reevaluate our return to office plans. If we are unable to fully return to our offices and further cutback current restrictions, continued limitations on travel and doing business in- person could negatively impact our marketing efforts, our ability to enter into customer contracts in a timely manner, our international expansion efforts and our ability to recruit employees across the organization. The potential adverse impact in sales and marketing, in particular, could have longer term effects on our sales pipeline, which could harm our business. Our management team has, and will likely continue, to spend time, attention and resources monitoring the COVID- 19 pandemic and its variants to manage its effects on our business and workforce. The extent to which the COVID- 19 pandemic and our precautionary measures may impact our business will depend on future developments, which are highly uncertain and cannot be predicted at this time~~ . We may not be able to keep pace with changes in technology or provide timely enhancements to our products and services. The market for our products is characterized by rapid technological advancements, changes in customer requirements, frequent new product introductions and enhancements, and changing industry standards. **The general availability of generative AI starting in the second half of 2022, via large language models, has accelerated the pace of technology adoption and the ability of new market entrants to automate medical documentation.** To maintain our growth strategy, we must adapt and respond to technological advances and ~~technological~~ **new** requirements of our customers. Our future success will depend on our ability to: enhance our current products; introduce new products in order to keep pace with products offered by our competitors and the evolving needs of our customers; enhance capabilities, including efforts to increase operating efficiency through improvements to our automation tools; increase the performance of our internal systems, particularly our systems that meet our customers' requirements and integration with their EHR systems; and adapt to technological advancements and changing industry and regulatory standards for privacy and the management of EHR systems. We continue to make significant investments related to the development of new technology. If our systems become outdated, it may negatively impact our ability to meet performance expectations related to quality, time to market, cost **,** and innovation relative to our competitors. The failure to increase efficiency for healthcare enterprises and improve patient and clinician satisfaction may adversely impact our business and operating results. The failure to continually develop enhancements and use of technologies such as AI / ML **in a manner that creates accurate and reliable medical notes** , **as well as the failure to** use ~~of~~ new streaming technology products, **make** advancements in hardware devices for clinicians and **further our efforts to** ~~enhanced~~ **enhance** EHR systems integration ~~efforts~~ **all** may impact our ability to increase the efficiency of, and reduce costs associated with, **our** operational risk management and compliance activities. Any failure to offer high- quality customer support for our platform may adversely affect our relationships with our customers and harm our financial results. Once our products are implemented, our customers use our support organization to resolve technical issues relating to our products. In addition, we also believe that our success in selling our products is highly dependent on our business reputation and on favorable recommendations from our existing customers. Any failure to maintain high- quality

customer support, or a market perception that we do not maintain high- quality support, could harm our reputation, adversely affect our ability to maintain existing customers or sell our products to existing and prospective customers, and harm our business, operating results, and financial condition. We may be unable to respond quickly enough to accommodate short- term increases in customer demand for support services. Increased customer demand for these services, without corresponding revenues, could also increase costs and adversely affect our operating results. If we are unable to attract and retain key personnel, our business could be harmed. To execute our business strategy, we must attract and retain highly qualified personnel. If any of our key employees were to leave, we could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Although we have arrangements with some of our executive officers designed to promote retention, our employment relationships are generally at- will and we have had key employees leave in the past. We cannot provide any assurance that key employees will not leave in the future. In particular, we compete with many other companies for software developers and other skilled information technology, marketing, sales and operations professionals, and we may not be successful in attracting and retaining the professionals we need. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and difficulty in retaining highly skilled employees with appropriate qualifications. In particular, we have experienced a competitive hiring environment in the ~~Greater~~ **greater** San Francisco Bay Area, where we are headquartered. Many of the companies with which we compete for experienced personnel have greater resources than we do. In addition, in making employment decisions job candidates often consider the value of the equity incentives they are to receive in connection with their employment. We and our MDS Vendors also face increasing competition in the recruitment of MDSs in the ~~United States~~ **U. S.** , Bangladesh, India and Sri Lanka, both from competitors and other opportunities emerging for those with our MDSs' skillset. If we and our MDS Vendors experience difficulty in recruiting and retaining MDSs, our business may be adversely affected. If the price of our stock declines, or experiences significant volatility, our ability to attract or retain key employees could be adversely affected. We intend to continue to hire additional highly qualified personnel, including research and development and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm our business. Our operating results have fluctuated, and are likely to continue to fluctuate, making our quarterly results difficult to predict, which may cause us to miss analyst expectations and may cause the price of our common stock to decline. Our operating results have been and may continue to be difficult to predict, even in the near term, and are likely to fluctuate as a result of a variety of factors, many of which are outside of our control. Comparisons of our revenues and operating results on a period- to- period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. Each of the following factors, among others, could cause our operating results to fluctuate from quarter to quarter: ~~•~~ the financial health of our healthcare customers and budgetary constraints on their ability to outsource medical note documentation; ~~•~~ the availability of government funding for healthcare facilities operated by the U. S. federal, state and local governments; ~~•~~ occurrence of health epidemics or contagious diseases, such as the novel coronavirus, and potential effects on our business and operations; ~~•~~ market acceptance and adoption of our product offerings; ~~•~~ changes in the regulatory environment affecting our healthcare customers, including impediments to their ability to obtain reimbursement for their services; ~~•~~ our ability to expand our sales and marketing operations; ~~•~~ our ability to successfully integrate any future acquired businesses, technologies or assets; ~~•~~ the announcement of new significant contracts or relationships; ~~•~~ the procurement and deployment cycles of our healthcare customers and the length of our sales cycles; ~~•~~ changes in how healthcare operating and capital budgets are administered within the enterprise; ~~•~~ developments, such as lower reimbursement rates for services or higher delivery costs, that negatively impact health systems operating profits and their future budget expectations; ~~•~~ changes in customer deployment timelines; ~~•~~ variations in the number of new customers booked; ~~•~~ our mix of products and the varying revenue recognition rules that apply; ~~•~~ new competitive product launches that negatively impact sales or our sales cycle; ~~•~~ acquisitions or mergers of our competitors, or new partnerships that create new competitors, that create uncertainty in the market and impact our sales or our sales cycle; ~~•~~ pricing, including discounts by us or our competitors; ~~•~~ our ability to successfully deploy our products in a timely manner; ~~•~~ our ability to forecast demand and manage operations efficiently; ~~•~~ our ability to develop and introduce new products, such as Augmedix Go, and features to existing products that achieve market acceptance; ~~•~~ federal or state government shutdowns; ~~•~~ fluctuations in foreign currencies in Bangladesh, India and Sri Lanka; and ~~•~~ future accounting pronouncements and changes in accounting policies. We are subject to various state, federal and foreign laws and regulations, including healthcare, fraud and abuse laws and regulations that may impact our business and could subject us to significant fines and penalties or other negative consequences. Our operations may be directly or indirectly subject to various state and federal healthcare laws, including, without limitation, the federal Anti- Kickback Statute, federal civil and criminal false claims laws, HIPAA, and the federal criminal fraud statutes. These laws may impact, among other things, the sales, for **Augmedix Go, Augmedix Go Assist, Augmedix** Live **and Augmedix** ~~, Notes,~~ Prep ~~and Go~~ . In addition, the inability of our customers to use our services and technology products in a manner that complies with those laws and regulations could affect the marketability of our services and technology products or our compliance with our customer contracts, or even expose us to claims, litigation and substantial liability. A number of federal and state laws, including anti- kickback restrictions and laws prohibiting the submission of false or fraudulent claims, apply to healthcare providers and others that make, or cause to be made, claims for payments for items or services that may be paid for by any federal or state healthcare program and, in some instances, any private program. These laws are complex, and their application to our specific products, services and relationships may not be clear and may be applied to our business in ways that we do not anticipate. The federal Anti- Kickback Statute prohibits persons and entities from knowingly and willingly soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual or the furnishing or arranging for a good or service, for which payment may be made under a federal healthcare program **,** such as the Medicare and Medicaid programs. Courts have interpreted the statute' s intent requirement to

mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered business, the statute has been violated. Additionally, the Patient Protection and Affordable Care Act, or PPACA, amended the intent requirement of the federal Anti- Kickback Statute such that a person or entity no longer needs to have actual knowledge of the statute or specific intent to violate it to have committed a violation. The Anti- Kickback Statute is broad and prohibits many arrangements and practices that would otherwise be lawful in businesses outside of the healthcare industry. The federal civil and criminal false claims laws, including the civil False Claims Act, prohibit, among other things, persons or entities from knowingly presenting, or causing to be presented, a false claim to, or the knowing use of false statements to obtain payment from or approval by the federal government, including the Medicare and Medicaid programs, or knowingly making, using, or causing to be made or used a false record or statement material to a false or fraudulent claim or to avoid, decrease or conceal an obligation to pay money to the federal government. PPACA codified case law that provides that the government may assert that a claim ~~including~~ **arising from** items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the civil False Claims Act. The government has prosecuted certain software vendors that provided coding, and other clinical support services, causing the submission of false or fraudulent claims in violation of the FCA, or misrepresenting the capabilities of its software and payment of kickbacks to certain customers in exchange for promoting its product in violation of the ~~AKS~~ **Anti- Kickback Statute** and FCA. Suits filed under the civil False Claims Act, known as " qui tam " actions, can be brought by any individual on behalf of the government and such individuals, commonly known as " whistleblowers, " may share in any amounts paid by the entity to the government in fines or settlement. Many healthcare companies have recently been investigated or subject to lawsuits by whistleblowers and have reached substantial financial settlements with the federal government under the civil False Claims Act. HIPAA created additional federal criminal statutes that prohibit, among other things, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, knowingly and willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense, and knowingly and willfully falsifying, concealing, or covering up a material fact or making any materially false, fictitious, or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the Anti- Kickback Statute, PPACA amended the intent requirement of the criminal healthcare fraud statutes such that a person or entity no longer needs to have actual knowledge of the statute or intent to violate it to have committed a violation. Many states and foreign jurisdictions have similar laws and regulations, such as anti- kickback, anti- bribery and corruption, false claims, privacy and data protection laws, to which we are currently and / or may in the future, be subject. We are also subject to numerous other laws and regulations that are not specific to the healthcare industry. For instance, the FCPA, prohibits companies and individuals from engaging in specified activities to obtain or retain business or to influence a person working in an official capacity. Under the FCPA, it is illegal to pay, offer to pay or authorize the payment of anything of value to any foreign government official, governmental staff members, political party or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity. The FCPA also requires public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our business activities, including certain revenue sharing arrangements we have with potential referral sources, could be subject to challenge under one or more of such laws. Although we take our obligation to maintain our compliance with these various laws and regulations seriously and our compliance program is designed to prevent the violation of these laws and regulations, we cannot guarantee that our compliance program will be sufficient or effective, that we will be able to integrate the operations of acquired businesses into our compliance program on a timely basis, that our employees will comply with our policies and that our employees will notify us of any violation of our policies, that we will have the ability to take appropriate and timely corrective action in response to any such violation, or that we will make decisions and take actions that will necessarily limit or avoid liability for whistleblower claims that individuals, such as employees or former employees, may bring against us or that governmental authorities may prosecute against us based on information provided by individuals. If we are found to be in violation of any of the laws and regulations described above or other applicable state and federal healthcare laws, we may be subject to penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, contractual damages, reputational harm, imprisonment, diminished profits and future earnings, exclusion from government healthcare reimbursement programs, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non- compliance with these laws, and / or the curtailment or restructuring of our operations, any of which could have a material adverse effect on our business, results of operations and growth prospects. Any action against us for violation of these laws or regulations, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management' s attention from the operation of our business. Moreover, achieving and sustaining compliance with applicable federal, state and foreign healthcare laws is costly and time- consuming for our management. Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements could adversely affect our business, results of operations, and financial condition. The global data protection landscape is rapidly evolving, and we are or may become subject to numerous state, federal and foreign laws, requirements and regulations governing the collection, use, disclosure, retention, and security of personal information, including health- related information. This evolution may create uncertainty in our business, affect our ability to operate in certain jurisdictions or to collect, store, transfer, use and share personal information, necessitate the acceptance of more onerous obligations in our contracts, **or** result in liability or impose additional costs on us. The cost of compliance with these laws, regulations and standards is high and is likely to increase in the future. Any failure or perceived failure by us to comply with federal, state or foreign laws or regulations, our internal policies and procedures or our contracts governing our processing of personal information could result in negative publicity, government investigations and enforcement actions, claims by third parties, and damage to our reputation, any of which could

have a material adverse effect on our operations, financial performance and business. In the ~~United States~~ **U. S.** , HIPAA imposes certain obligations on " covered entities, " including certain healthcare providers, health plans, and healthcare clearinghouses, and their respective " business associates " that create, receive, maintain or transmit individually identifiable health information for or on behalf of a covered entity, as well as their covered subcontractors with respect to safeguarding the privacy, security and transmission of PHI. Entities that are found to be in violation of HIPAA, whether as the result of a breach of unsecured PHI, a complaint about privacy practices, or an audit by the U. S. Department of Health and Human Services (" HHS "), may be subject to significant civil, criminal, and administrative fines and penalties and / or additional reporting and oversight obligations if required to enter into a resolution agreement and corrective action plan with HHS to settle allegations of HIPAA non- compliance. Certain states have also adopted comparable privacy and security laws and regulations, some of which may be more stringent than HIPAA. Such laws and regulations will be subject to interpretation by various courts and other governmental authorities, thus creating potentially complex compliance issues for us and our future customers and strategic partners. In addition, the California Consumer Privacy Act of 2018, or CCPA, went into effect on January 1, 2020. The CCPA creates individual privacy rights for California consumers and increases the privacy and security obligations of entities handling certain personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that are expected to increase data breach litigation. The CCPA may increase our compliance costs and potential liability, and many similar laws have been proposed at the federal level and in other states. Further, **California has passed a supplement to the CCPA known as** the California Privacy Rights Act, or CPRA ~~, recently passed in California~~ . The CPRA ~~will impose~~ **imposes** additional data protection obligations on covered businesses, including additional consumer rights processes, limitation on data uses, new audit requirements for higher risk data, and opt outs for certain uses of sensitive data. It ~~will~~ also ~~create~~ **established** a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement. The majority of these provisions went into effect on January 1, 2023, and additional compliance investment and potential business process changes may be required. In the event that we are subject to or affected by HIPAA, the CCPA, the CPRA or other domestic privacy and data protection laws, any liability from failure to comply with the requirements of these laws could adversely affect our financial condition. Even when HIPAA does not apply, according to the Federal Trade Commission, or the FTC, failing to take appropriate steps to keep consumers' personal information secure may constitute unfair acts or practices in or affecting commerce in violation of the Federal Trade Commission Act. The FTC expects a company' s data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Individually identifiable health information is considered sensitive data that merits stronger safeguards. We also may be bound by contractual and other obligations relating to privacy, data protection, and information security that are more stringent than applicable laws and regulations. The costs of compliance with, and other burdens imposed by, laws, regulations, standards, and other obligations relating to privacy, data protection, and information security are significant. Although we work to comply with applicable laws, regulations, and standards, **and** our contractual and other legal obligations, these requirements are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with another or other legal obligations with which we must comply. Accordingly, our failure, or perceived inability, to comply with these laws, regulations, standards, and other obligations may limit the use and adoption of our product, reduce overall demand for our product, lead to regulatory investigations, breach of contract claims, litigation, and significant fines, penalties, or liabilities for actual or alleged noncompliance or slow the pace at which we close sales transactions, any of which could harm our business. Efforts to comply with regulatory mandates to increase the use of electronic health information and health system interoperability may lead to negative publicity which could adversely affect our business. For many years, a primary focus of the healthcare industry has been to increase the use of EHRs and the sharing of the health data among providers, payors and other members of the industry. The federal government has been a significant driver of that initiative through rules and regulations. In 2009, as part of HITECH, the federal government set aside $ 27 billion of incentives for hospitals and providers to adopt EHR systems. In 2019, the Centers for Medicare & Medicaid Services (the " CMS "), proposed policy changes supporting its MyHealthEData initiative to improve patient access and advance electronic data exchange and care coordination throughout the healthcare system. In March 2020, the HHS Office of the National Coordinator for Health Information Technology, or ONC, and CMS finalized and issued complementary rules that are intended to clarify provisions of the 21st Century Cures Act regarding interoperability and information blocking, and includes, among other things, requirements surrounding information blocking, changes to ONC' s health IT certification program and requirements that CMS- regulated payors make relevant claims / care data and provider directory information available through standardized patient access and provider directory application programming interfaces, or APIs, that connect to provider EHRs. The companion rules will transform the way in which healthcare providers, health IT developers, health information exchanges / health information networks, or HIEs / HINs, and health plans share patient information, and create significant new requirements for healthcare industry participants. For example, the ONC rule, which went into effect on April 5, 2021, prohibits healthcare providers, health IT developers of certified health IT, and HIEs / HINs from engaging in practices that are likely to interfere with, prevent, materially discourage, or otherwise inhibit the access, exchange or use of electronic health information, or EHI, as known as " information blocking. " To further support access and exchange of EHI, the ONC rule identifies eight " reasonable and necessary activities " as exceptions to information blocking activities, as long as specific conditions are met. Any failure to comply with these rules could have a material adverse effect on our business, results of operations, and financial condition. The goals of increased use of electronic health data and interoperability are improved quality of care and lower healthcare costs generally, and the services we provide rely upon the necessity of electronic health data. However, increased use of electronic health data and the interoperability between our services and those systems inherently magnifies the risk of security breaches involving those data and information systems, including our own. Additionally, the

sharing of health information such as that we produce and summarized through Live and Notes, has received increasingly negative publicity. There is at least one well publicized instance where organizations received significant negative publicity for sharing health data despite having appeared to comply in all respects with privacy laws. There can be no assurance that our efforts to improve the services we deliver and to comply with the law through the use of electronic data and system interoperability will not receive negative publicity that may materially and adversely affect our ability to serve clinicians. Negative publicity may also lead to federal or state regulation that conflicts with current federal policy and interferes with the healthcare industry' s efforts to improve care and reduce costs through use of electronic data and interoperability. Further regulation of EHR systems and health records generally may also interfere with our intelligence automation efforts to help automate the medical note creation process. The healthcare industry is highly regulated. Any material changes in the political, economic or regulatory healthcare environment that affect the group purchasing business or the purchasing practices and operations of healthcare organizations, or that lead to consolidation in the healthcare industry, could require us to modify our services or reduce the funds available to providers to purchase our products and services. Our business, financial condition, and results of operations depend upon conditions affecting the healthcare industry generally and hospitals and health systems particularly. Our ability to grow will depend upon the economic environment of the healthcare industry, as well as our ability to increase the number and quality of products that we sell to our customers. The healthcare industry is highly regulated and is subject to changing political, economic and regulatory influences. Factors such as changes in reimbursement policies for healthcare expenses, consolidation in the healthcare industry, regulation, litigation and general economic conditions affect the purchasing practices, operation and, ultimately, the operating funds of healthcare organizations. In particular, changes in regulations affecting EHRs, or restrictions on permissible discounts and other financial arrangements, could require us to make unplanned modifications to our products and services, or result in delays or cancellations of orders or reduce funds and demand for our products and services. If our products experience data security breaches, and there is unauthorized access to our customers' data, we may lose current or future customers, our reputation and business may be harmed and we may incur significant liabilities. Our products are used by our customers to manage and store personally identifiable information, proprietary information and sensitive or confidential data relating to their business. Although we maintain security features in our products, our security measures may not detect or prevent hacker interceptions, break- ins, security breaches, the introduction of viruses or malicious code, such as " ransomware, " and other disruptions that may jeopardize the security of information stored in and transmitted by our products. Cyber -attacks and other malicious Internet- based activity continue to increase generally and may be directed at either the product used by our customers or our corporate information technology software and infrastructure. Because techniques used to obtain unauthorized access, exploit vulnerabilities or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques, patch vulnerabilities, or implement adequate preventative measures. Certain of our customers may have a greater sensitivity to security defects or breaches in our software than to defects in other, less critical, software products. Any actual or perceived security breach or theft of the business- critical data of one or more of our customers, regardless of whether the breach is attributable to the failure of our software or products, may adversely affect the market' s perception of our products. There can be no assurance that limitation of liability, indemnification or other protective provisions in our contracts would be applicable, enforceable, or adequate in connection with a security breach, or would otherwise protect us from any such liabilities or damages with respect to any particular claim. We also cannot be sure that our existing general liability insurance coverage and coverage for errors or omissions will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not deny coverage as to any future claim. One or more large claims may be asserted against us that exceeds our available insurance coverage, or changes in our insurance policies may occur, including premium increases or the imposition of large deductible or co- insurance requirements. Because the majority of our employees, MDS Vendors and MDSs shifted to remote work due to local shelter- in- place orders arising from the COVID- 19 pandemic, and in some cases have been slow to return to work from office due to inertia or changes in physical location, our ability to safeguard our systems may be adversely impacted, and we may be more susceptible to data security breaches. Furthermore, a party that is able to circumvent our security measures or exploit any vulnerabilities in our products could misappropriate our or our customers' proprietary or confidential information, cause interruption in their operations, damage or misuse their computer systems, misuse any information that they misappropriate, cause early termination of our contracts, subject us to notification and indemnity obligations, litigation, and regulatory investigation or governmental sanctions, cause us to lose existing customers, and harm our ability to attract future customers. Because our business is reliant on integration with EHR systems of healthcare providers, and the protection of sensitive patient information, any such breach could cause harm to our reputation, business, financial condition and results of operations, and we may incur significant liability, and as a result our business and financial position may be harmed. Our business and reputation may be impacted by IT system failures or other disruptions. We may be subject to IT systems failures and network disruptions. These may be caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, **cyber attacks, failures in third- party provided services,** physical or electronic break- ins, software updates, or other events or disruptions. System redundancy may be ineffective or inadequate, and our disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could prevent access to or the delivery of certain of our products or services, compromise our data or our customers' data or result in delayed or canceled orders, as well as potentially expose us to third- party claims. System failures and disruptions could also impede our transactions processing services and financial reporting. War, terrorism, geopolitical uncertainties, public health issues, pandemics, and other business disruptions have caused and could cause damage to the global economy, and thus have a material and adverse impact on our business, financial condition and operating results. **For instance, the current Israel- Hamas war has led to attacks on global internet and telecommunications cables, which could impact our business operations including communications with our Bangladesh and India offices.** Our business operations are

also subject to interruption by natural disasters, fire, power shortages, terrorist attacks and other hostile acts, labor disputes, public health issues and other issues beyond our control. Such events could decrease our demand for our products or services or make it difficult or impossible for us to develop and deliver our products or services to our customers. A significant portion of our research and development activities, our corporate headquarters, our IT systems and certain of our other critical business operations are concentrated in a few geographic areas. In the event of a business disruption in one or more of those areas, our ability to provide medical note documentation services could suffer, and we could incur significant losses, require substantial recovery time, and experience significant expenditures in order to resume operations, which could materially and adversely impact our business, financial condition and operating results. Unauthorized use of our proprietary technology and intellectual property could adversely affect our business and results of operations. Our success and competitive position depend in large part on our ability to obtain and maintain intellectual property rights protecting our products and services. We rely on a combination of patents, copyrights, trademarks, service marks, trade secrets, know- how, confidentiality provisions and licensing arrangements to establish and protect our intellectual property and proprietary rights. Unauthorized parties may attempt to copy or discover aspects of our products or to obtain, license, sell or otherwise use information that we regard as proprietary. Policing unauthorized use of our products is difficult and we may not be able to protect our technology from unauthorized use. Additionally, our competitors may independently develop technologies that are substantially the same or superior to our technologies and that do not infringe our rights. In these cases, we would be unable to prevent our competitors from selling or licensing these similar or superior technologies. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the ~~United States~~ **U. S.** , and litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Litigation, regardless of the outcome, can be very expensive and can divert management focus and efforts. Our sales cycles are lengthy, and it is difficult for us to predict when or if sales will occur. Our sales efforts are often targeted at larger healthcare systems and large physician specialty practices, and as a result, we face greater costs, must devote greater sales support to individual customers, have longer sales cycles and have less predictability in completing some of our sales. Also, sales to large healthcare systems often require us to provide greater levels of ~~education~~ **evidence** regarding the ~~use and~~ benefits of our products. In ~~2022~~ **2023** , our average sales cycle length for a new customer across all customer segments was approximately three months. For physician practices, the average was about one and a half months and approximately five months for large healthcare enterprises, as measured from the point of initial contact with a potential client to the time a contract is signed. Our average sales cycle for an expansion of an existing client was approximately one month. We believe that our customers view the purchase of our products as a significant and strategic decision. As a result, customers carefully evaluate our products, often over long periods with a variety of internal constituencies. In addition, the sales of our products may be subject to delays if the customer has lengthy internal budgeting, integration, information security reviews, approval and evaluation processes, which are quite common in the context of introducing large enterprise- wide technology products in the healthcare industry. As a result, it is difficult to predict the timing of our future sales. We depend on our management team and our key sales and development and services personnel, and the loss of one or more key employees or groups could harm our business and prevent us from implementing our business plan in a timely manner. Our success depends on the expertise, efficacy and continued services of our executive officers. We have in the past, and may in the future, ~~continue to~~ experience changes in our executive management team resulting from the departure of executives or subsequent hiring of new executives, which may be disruptive to our business ~~. For example, in March 2019, we hired a Chief Operating Officer, in April 2019, we hired a Chief Revenue Officer and a new Head of People, in January 2020, we hired a Chief Medical Officer, in July 2020, we hired a new Chief Financial Officer, and in November 2020, we hired a new Chief Technology Officer~~ . Any changes in business strategies or leadership can create uncertainty, may negatively impact our ability to execute our business strategy quickly and effectively and may ultimately be unsuccessful. The impact of hiring new executives may not be immediately realized. We are also dependent on the continued service of our existing development and services personnel because of their familiarity with the inherent complexities of our systems and products. Failure to adequately expand and train our direct sales force will impede our growth. We rely almost exclusively on our direct sales force to sell our products. We believe that our future growth will depend, to a significant extent, on the continued development of our direct sales force and its ability to manage and retain our existing customer base, expand the sales of our products to existing customers and obtain new customers. Because our product is complex and often must interoperate with complex healthcare provider workflows and systems, it can take longer for our sales personnel to become fully productive. Our ability to achieve significant growth in revenues in the future will depend, in large part, on our success in recruiting, training and retaining a sufficient number of direct sales personnel. New hires require significant training and may, in some cases, take considerable time before becoming fully productive, if at all. If we are unable to hire and develop sufficient numbers of productive direct sales personnel, and if these sales personnel are unable to achieve full productivity, sales of our products will suffer and our growth will be impeded. If we fail to increase market awareness of our brand and products, expand our sales and marketing operations, improve our sales execution, and increase our sales channels, our business could be harmed. We intend to continue to add personnel and resources in sales and marketing as we focus on expanding awareness of our brand and products and capitalize on sales opportunities with new and existing customers. Our efforts to improve sales of our products will result in an increase in our sales and marketing and general and administrative expenses, and these efforts may not be successful. Some newly hired sales and marketing personnel may subsequently be determined to be unproductive and have to be replaced, resulting in operational and sales delays and incremental costs. If we are unable to significantly increase the awareness of our brand and products or effectively manage the costs associated with these efforts, our business, financial condition and operating results could be harmed. We must increase the number of our sales opportunities to grow our revenues. We must improve the market awareness of our products, expand our relationships with our channel partners and create new channel partnerships, in order to increase our revenues. Further, we

believe that we must continue to develop our relationships with new and existing customers and partners and create additional sales opportunities to effectively and efficiently extend our geographic reach and market penetration. Our efforts to improve our sales execution could result in a material increase in our sales and marketing and general and administrative expenses, and there can be no assurance that such efforts will be successful. Some of our competitors have significantly more resources to devote to brand awareness and marketing, which could adversely impact our ability to build brand awareness and generate leads. Further, as we increase our efforts to target smaller medical practices and independent physicians as well as leverage channel partnerships to drive sales, we may be unable to tailor our sales efforts to these strategies. If we are unable to significantly improve our sales execution, increase the awareness of our products, create additional sales opportunities, expand our relationships with channel partners, leverage our relationship with strategic partners, or effectively manage the costs associated with these efforts, our operating results and financial condition could be materially and adversely affected. Our revenues are dependent on our ability to maintain and expand existing customer relationships and our ability to attract new customers. The continued growth of our revenues is dependent in part on our ability to expand the use of our products by existing customers and attract new customers. Our customers have no obligation to renew their agreements after the expiration of the initial contract term, and there can be no assurance that they will do so. We have had in the past, and may in the future, have customers discontinue the use of our products, which may impact such customers' decisions to continue to use our products. If we are unable to expand our customers' use of our products (which principally involves ensuring that more physicians and clinicians within our existing healthcare group customers adopt our products), maintain our renewal rates and expand our customer base, our revenues may decline or fail to increase at historical growth rates, which could adversely affect our business and operating results. In addition, if our customers experience dissatisfaction with our service in the future, we may find it more difficult to increase use of our products within our existing customer base and it may be more difficult to attract new customers, or we may be required to grant credits or refunds, any of which could negatively impact our operating results and materially harm our business. Our industry is highly competitive, and we may not be able to compete effectively. Our industry is highly competitive, highly fragmented **,** and subject to rapid change. We believe that the principal competitive factors in our markets are service quality, breadth and depth of services, technology and domain expertise, reliability of products, services and personnel, the ability to attract, train and retain qualified people, compliance rigor, price, and marketing and sales capabilities. In particular, as AI / ML technology develops further and begins to proliferate, competitors may be able to better utilize this technology to automate the medical note documentation process, rendering our products less competitive. Furthermore, the recruitment and retention of MDSs has become more competitive in the United States, Bangladesh, India and Sri Lanka as increasing opportunities emerge for our trained MDSs, and we may be unable to attract and retain high quality people which could cause the quality and competitiveness of our medical note documentation products to suffer. We compete for business with a variety of companies, including large multinational firms that provide consulting, technology and / or transcription services, off- shore transcription service providers in low- cost locations, and in- house staff of potential customers **. We also are now directly competing with EHR systems that manage patient charts, as several EHR software providers have developed their own competing AI / ML documentation offerings** . Some of our competitors have greater financial, marketing, technological or other resources and larger client bases than we do and may expand their service offerings and compete more effectively for customers and employees than we do. Some of our competitors have more established reputations and client relationships in our markets than we do. There could also be new competitors that are more powerful as a result of strategic consolidation of smaller competitors or of companies that each provide different services or service different industries. If our competitors develop, acquire, or market technologies or products that are more effective than ours, this could reduce or eliminate our commercial opportunity. ~~Due to the COVID- 19 pandemic, and shelter- in- place orders, many of our competitors providing in- person, real- time medical note documentation were forced to rapidly adapt to shelter in place orders and employ technology for the delivery of their documentation products. As more of these in- person providers shift to providing services remotely, we may face increased competition in the remote, real- time medical note documentation segment in which we primarily operate.~~ Increased competition may result in lower prices and volumes, higher costs for resources, especially people, and lower profitability. We may not be able to supply customers with services that they deem superior and at competitive prices and we may lose business to our competitors. Any inability to compete effectively would adversely affect our business, results of operations, and financial condition. Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, and to interruption by man- made problems such as power disruptions or terrorism. Our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity, and most of our MDSs and MDS Vendors are located in South Asia, a region known to suffer terrorism and natural disasters, including floods, typhoons, droughts and epidemics or contagious diseases. A significant natural disaster, such as an earthquake, fire or flood, or epidemic or contagious disease, such as the COVID- 19 pandemic, occurring at our headquarters, our other facilities, or where our MDSs are located, could harm our business, operating results and financial condition. In addition, acts of terrorism could cause disruptions in our business, the businesses of our customers and suppliers, or the economy as a whole. We also rely on information technology systems to communicate among our workforce located worldwide, and in particular, our senior management, general and administrative, and research and development activities that are coordinated with our corporate headquarters in the San Francisco Bay Area. Any disruption to our internal communications, whether caused by a natural disaster, an epidemic or contagious disease, or by man- made problems, such as power disruptions, in the San Francisco Bay Area, Bangladesh, India or Sri Lanka could delay our research and development efforts, cause delays or cancellations of customer orders or delay deployment of our products, which could harm our business, operating results and financial condition. Our use of open source and non- commercial software components could impose risks and limitations on our ability to commercialize our products. Our products contain software modules licensed under open source and other types of non- commercial licenses. We also may incorporate open source and other licensed software into our products in the future. Use and distribution of such software may entail greater risks than use of

third- party commercial software, as licenses of these types generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some of these licenses require the release of our proprietary source code to the public if we combine our proprietary software with open- source software in certain manners. This could allow competitors to create similar products with lower development effort and time and ultimately result in a loss of sales for us. The terms of many open source and other non- commercial licenses have not been judicially interpreted, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, in order to continue offering our products, we could be required to seek licenses from alternative licensors, which may not be available on a commercially reasonable basis or at all, to re- engineer our products or to discontinue the sale of our products in the event we cannot obtain a license or re- engineer our products on a timely basis, any of which could harm our business and operating results. In addition, if an owner of licensed software were to allege that we had not complied with the conditions of the corresponding license agreement, we could incur significant legal costs defending ourselves against such allegations. In the event such claims were successful, we could be subject to significant damages, be required to disclose our source code or be enjoined from the distribution of our products. We rely on a small number of third- party service providers to host and deliver our products, and any interruptions or delays in services from these third parties could impair the delivery of our cloud- based products and harm our business. We currently operate our products primarily through third- party data centers. We do not control the operation of these facilities. These facilities are vulnerable to damage or interruption from natural disasters, fires, power loss, telecommunications failures and similar events. They are also subject to break- ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. The occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions, which would have a serious adverse impact on our business. Additionally, our data center agreements are of limited duration, subject to early termination rights in certain circumstances, may include inadequate indemnification and liability provisions, and the providers of our data centers have no obligation to renew their agreements with us on commercially reasonable terms, or at all. We currently employ third- party data centers in the ~~United States~~ **U. S.** for hosting our products and for retention of data, and we may transfer data to other providers or locations. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our service. Interruptions in our service, data loss or corruption may subject us to liability to our customers, cause customers to terminate their agreements and adversely affect our renewal rates and our ability to attract new customers. Data transfers may also subject us to regional privacy and data protection laws that apply to the transmission of customer data across international borders. We also depend on access to the Internet through third- party bandwidth providers to operate our products. If we lose the services of one or more of our bandwidth providers, or if these providers experience outages, for any reason, we could experience disruption in delivering our cloud- based products or we could be required to retain the services of a replacement bandwidth provider. Any Internet, data center, or cloud hosting outages or delays could adversely affect our ability to provide our products to our customers and may require us to provide service credits to our customers that negatively impact our financial results. Our data center operations also rely heavily on the availability of electricity, which also comes from third- party providers. If we or the third- party data center facilities that we use to deliver our services were to experience a major power outage or if the cost of electricity were to increase significantly, our operations and financial results could be harmed. If we or our third- party data centers were to experience a major power outage, we or they would have to rely on back- up generators, which might not work properly or might not provide an adequate supply during a major power outage. Such a power outage could result in a significant disruption of our business. The estimates of market opportunity and forecasts of market growth included in this Annual Report may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all. Market opportunity estimates and growth forecasts included in this Annual Report, including those we have generated ourselves, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there is no guarantee that any particular number or percentage of addressable users or companies covered by our market opportunity estimates will purchase our products at all or generate any particular level of revenues for us. Any expansion in our market depends on a number of factors, including the cost, performance, and perceived value associated with our services relative ~~toto~~ **to** those of our competitors. Even if the market in which we compete meets the size estimates and growth forecasted in this Annual Report, our business could fail to grow at similar rates, if at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, the forecasts of market growth included in this Annual Report should not be taken as indicative of our future growth. We may require additional capital to support our business growth, and such capital may not be available. We intend to continue to make investments to support business growth and may require additional funds to respond to business challenges, which include the need to develop new products or enhance existing products, enhance our operating infrastructure, expand our sales and marketing capabilities, and acquire complementary businesses, technologies or assets. Accordingly, we may need to engage in additional equity or debt financing to secure funds. Equity and debt financing, however, might not be available when needed or, if available, might not be available on terms satisfactory to us. If we raise additional funds through equity financing, our stockholders may experience dilution. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt. If we are unable to obtain adequate financing or financing on terms satisfactory to us in the future, our ability to continue to support our business growth and to respond to business challenges could be significantly limited as we may have to delay, reduce the scope of, or eliminate some or all of our initiatives, which could harm our operating results. Our Senior Secured Credit Facility Credit Agreement provides our ~~lenders~~ **lender** with first- priority liens against substantially all of our assets, including our intellectual property, and ~~contain~~ **contains** covenants and other restrictions on our actions, which could limit our operational flexibility and otherwise adversely affect our financial condition. Our Senior Secured Credit Facility Credit

Agreements restricts our ability to, among other things: ● convey, sell, lease, transfer or otherwise dispose of our business or property; ● liquidate or dissolve; ● engage in any business other than the business currently engaged in or reasonably related thereto; ● engage in business combinations or acquisitions; ● incur additional indebtedness; ● allow any lien or encumbrance on any of our property; ● pay any dividends or repurchase any stock; or ● make payment on or amend the terms of any subordinated debt. Our failure to comply with the covenants or meet our payment requirements, or the occurrence of other events specified in our Senior Secured Credit Facilities Credit Agreement, could result in an event of default under the Senior Secured Credit Facilities Credit Agreement, which would give our ~~lenders~~ **lender** the ability to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be immediately due and payable. In addition, we have granted our ~~lenders~~ **lender** first- priority liens against all our personal property assets, including our intellectual property, as collateral. If the debt under our Senior Secured Credit Facilities Credit Agreements was to be accelerated, we may not have sufficient cash on hand to repay it. Further, in such an event, if we are unable to repay, refinance or restructure our indebtedness under our Senior Secured Credit Facilities Credit Agreement, the **lender** ~~holders of such debt~~ could proceed against the collateral securing that indebtedness, which may result in the loss of crucial assets, including our intellectual property rights. The acceleration of our obligations under the Senior Secured Credit Facilities Credit Agreement, or the lender proceeding against the collateral securing such obligations, would have an immediate adverse effect on our business and operating results. Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the ~~United States~~ **U. S** . U. S. generally accepted accounting principles (“ GAAP ”) is subject to interpretation by the Financial Accounting Standards Board (the “ FASB ”), the U. S. Securities and Exchange Commission (the “ SEC ”) and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported operating results and financial condition and could affect the reporting of transactions already completed before the announcement of a change. A significant change to the number and size of subscriptions contracts in any one quarter will not be fully reflected in that quarter, and will have a bigger impact on the next quarter, making future quarter revenue potentially difficult to predict and ~~significant~~ **significantly** different than the most recently reported quarter. Under accounting standards update No. 2014- 09, Revenue from Contracts with Customers, (“ ASC 606 ”), we recognize revenues when our customer obtains control of goods or services in an amount that reflects the consideration that we expect to receive in exchange for those goods or services. Our subscription revenues consist of the monthly service fees for Live and Notes services. A significant increase or decline in our subscription contracts in any one quarter may not be fully reflected in the results for that quarter but will affect our revenues in future quarters. Such changes may make it challenging to forecast our revenues for future periods, as both the mix of products and services we will sell in a given period, as well as the size of contracts, is difficult to predict. Given the foregoing factors, our actual results could differ significantly from our estimates, and our past results may not be indicative of our future performance. If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our operating results could be adversely affected. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenues and expenses that are not readily apparent from other sources. **The Company’ s** ~~Significant~~ **significant** estimates and judgments **relate** ~~involve the average period of benefit associated with costs capitalized~~ to **the** ~~obtain a revenue contract,~~ incremental borrowing rate ~~,~~ **used to measure operating lease liabilities** and ~~stock~~ **right of use assets, and share** - based compensation, including **expected volatility used to measure** the ~~underlying~~ fair value of ~~the Company’ s common~~ stock **options and stock appreciation rights** ~~for grants issued when the Company was a private company~~ . Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock. We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and operating results. Our sales contracts are denominated in U. S. dollars. However, a portion of our operating expenses are incurred in Bangladesh and India and are denominated in Bangladeshi Takas and Indian Rupees and are therefore subject to fluctuations due to changes in those currencies’ exchange rates in relation to the U. S. dollar. Historically, we have not, and we currently do not, use foreign exchange forward contracts to hedge against certain cash flow exposures resulting from changes in foreign currency exchange rates. We may decide to use forward currency contracts in the future, but this hedging strategy may not ultimately be effective and may adversely affect our financial condition and operating results. Employee wage increases may prevent us from sustaining our competitive advantage and may reduce our profit margin. A significant part of our competitive advantage has historically been a wage cost advantage relative to companies in the U. S. and the ability to attract and retain skilled employees outside the U. S. We believe, however, that because of rapid economic growth in India, Sri Lanka, and Bangladesh and the increased competition for skilled employees in those countries, wages for comparably skilled employees are increasing at a faster rate than in the U. S., which may reduce this competitive advantage. We may need to increase the levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining the quality and number of employees that our business requires. To the extent that we are not able to control or share wage increases with our customers, wage increases may reduce our margins. We will attempt to control such costs through increased reliance on technologies, such as AI and ML, in the delivery of our services, but we may not be successful in doing so. Financial volatility and geopolitical instability outside of the U. S. may adversely impact the U. S. and global economies. We could experience negative impacts to our business and results of operations as a result of macroeconomic, geopolitical and other challenges, uncertainties and volatility. For example, the ongoing action of Russian military forces and support personnel in Ukraine has escalated tensions between Russia and the U. S., the North Atlantic Treaty Organization, the European Union (the “ EU ”) and the United

Kingdom (the " U. K. "). The U. S. has imposed financial and economic sanctions and export controls against certain Russian organizations and / or individuals, with similar actions, either implemented or planned by the EU, the U. K. and other jurisdictions. The U. S., the EU, and the U. K. each imposed packages of financial and economic sanctions that, in various ways, constrain transactions with numerous Russian entities and individuals; transactions in Russian sovereign debt; and investment, trade, and financing to, from, or in certain regions of Ukraine. The action of Russian military forces and support personnel in Ukraine and the foregoing actions by the U. S., the EU, the U. K. and other jurisdictions could have a lasting impact on regional and global economies. It is not possible to predict to what extent the ongoing events may negatively impact economies around the world, including the U. S. Continued adverse economic conditions could have a material adverse effect on our business, financial condition and results of operations. Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non- performance by financial institutions or transactional counterparties, could adversely affect our current and projected business operations and its financial condition and results of operations. We regularly maintain cash balances at third- party financial institutions, such as Silicon Valley Bank **, a division of First Citizen Bank & Trust Company** (" SVB "), in excess of the Federal Deposit Insurance Corporation (" FDIC ") insurance limit. We are also party to a term loan and revolving credit facility ~~(with SVB pursuant to~~ the ~~" Revolving~~ **Senior Secured** Credit Facility ~~") with SVB, pursuant to a loan and security agreement~~ **Agreement** ~~we entered into with SVB on May 4, 2022~~ . On March 10, 2023, SVB was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. Although ~~the Department of the Treasury, the Federal Reserve and the FDIC issued a joint statement on March 12, 2023 that~~ all depositors of SVB **had** ~~would have~~ access to all of their money after ~~only~~ one business day of closure, including funds held in uninsured deposit accounts, if another depository institution **in the future** is subject to other adverse conditions in the financial or credit markets, it could impact access to our invested cash or cash equivalents and could adversely impact our operating liquidity and financial performance. Further, if we are unable to access the remaining incremental funds under our Revolving Credit Facility, it could also adversely impact our operating liquidity and financial performance. In addition, if any parties with whom we conduct business are unable to access funds pursuant to such instruments or lending arrangements with such a financial institution, such parties' ability to pay their obligations to us or to enter into new commercial arrangements requiring additional payments to us could be adversely affected. RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK The market price and trading volume of our common stock may be volatile and could decline. The market price of our common stock has fluctuated substantially due to a variety of factors, including market perception of our ability to meet our growth projections and expectations, quarterly operating results of other companies in the same industry, trading volume in our common stock, changes in investors' willingness to invest in financial markets and support loss making companies, changes in general conditions in the economy and the financial markets or other developments affecting our business and the business of others in our industry. In addition, the stock market itself is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons related and unrelated to their operating performance and has had the same effect on our common stock. The market price of shares of our common stock is subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including: ~~•~~ the realization of any of the risk factors presented in this Annual Report; ~~•~~ actual or anticipated differences in our estimates, or in the estimates of analysts, for our revenues, results of operations, level of indebtedness, liquidity or financial condition; ~~•~~ additions and departures of key personnel; ~~•~~ failure to comply with the requirements of Nasdaq; ~~•~~ failure to comply with the Sarbanes- Oxley Act or other laws or regulations; ~~•~~ changes to healthcare laws and laws governing EHR systems; ~~•~~ future issuances, sales, resales or repurchases or anticipated issuances, sales, resales or repurchases, of our common stock; ~~•~~ publication of research reports about us, or the medical records industry generally; ~~•~~ the performance and market valuations of other similar companies; ~~•~~ broad disruptions in the financial markets, including sudden disruptions in the credit markets; ~~•~~ speculation in the press or investment community; ~~•~~ actual, potential or perceived control, accounting or reporting problems; and ~~•~~ changes in accounting principles, policies and guidelines. In the past, securities class- action litigation has often been instituted against companies following periods of volatility in the market price of their shares. This type of litigation could result in substantial costs and divert our management' s attention and resources, which could have a material adverse effect on us. We are subject to additional regulations and continued requirements as a result of having securities listed on Nasdaq. As an exchange- listed public company, we are required to meet the continued listing standards for Nasdaq. We must meet certain financial and liquidity criteria to maintain the listing of our common stock on Nasdaq. If we fail to meet any of Nasdaq' s listing standards, our securities may be delisted. Nasdaq requires that the trading price of its listed stocks remain above one dollar in order for the stock to remain listed. If a listed stock trades below one dollar for more than 30 consecutive trading days, then it is subject to delisting from Nasdaq. In addition, to maintain a listing on Nasdaq, we must satisfy minimum financial and other continued listing requirements and standards, including those regarding director independence and independent committee requirements, minimum stockholders' equity, and certain corporate governance requirements. If we are unable to satisfy these requirements or standards, we could be subject to delisting, which would have a negative effect on the price of our common stock and would impair your ability to sell or purchase our common stock when you wish to do so. In the event of a delisting, we would expect to take actions to restore our compliance with the listing requirements, but we can provide no assurance that any such action taken by us would allow our common stock to become listed again, stabilize the market price, or improve the liquidity of our common stock, or prevent future non- compliance with the listing requirements. A delisting of our securities from Nasdaq may materially impair our stockholders' ability to buy and sell our securities and could have an adverse effect on the market price of, and the efficiency of the trading market for, our securities. We are obligated to maintain proper and effective internal controls over financial reporting. If we fail to maintain an effective system of disclosure controls and internal controls over financial reporting, or are unable to remediate any deficiencies or material weaknesses therewith, our ability to produce timely and accurate financial statements or comply with applicable laws

and regulations could be impaired. In addition, the presence of material weaknesses increases the risk of material misstatement of the consolidated financial statements. The Company is currently a public company and is required, pursuant to Section 404 (a) of the Sarbanes- Oxley Act, to furnish a report by management on, among other things, the effectiveness of its internal control over financial reporting on its annual report on Form 10- K. Effective internal control over financial reporting is necessary for reliable financial reports and, together with adequate disclosure controls and procedures, such internal controls are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet its reporting obligations. Ineffective internal controls could also cause investors to lose confidence in reported financial information, which could have a negative effect on the trading price of our common stock. **As** ~~In connection with the preparation~~ of **December 31** ~~our financial statements for the quarter ended September 30~~, ~~2022~~ **2023**, we ~~identified~~ **have** a material weakness in internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company' s annual or interim financial statements will not be prevented or detected on a timely basis. Because the control deficiency described below could have resulted in a material misstatement of our annual or interim financial statements, we determined that this deficiency constitutes a material weakness. The material weakness is with respect to our internal control over the regular review, and application of accounting policies as the company grew and its operations changed. Our management is committed to remediating this material weakness and is implementing several steps to enhance our internal controls, including (i) improving the overall design of our internal control environment, (ii) implementing additional internal controls over the ~~annual~~ **periodic** review of all relevant accounting policies, particularly in areas where our operations have changed, and (ii) adding additional resources and expertise to our finance function to enhance the effectiveness of internal controls over financial reporting. We are working to complete this remediation process as soon as we are reasonably able ~~. A large minority of smaller reporting companies have material weaknesses, many of which last a number of years~~. We may discover additional material weaknesses that require additional time and resources to remediate. The existence of any material weakness or significant deficiency requires management to devote significant time and incur significant expense to remediate. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause shareholders to lose confidence in our reported financial information, all of which could materially and adversely affect our business and stock price. The report by management needs to include disclosure of any material weaknesses identified in internal controls over financial reporting. However, for as long as we are an " emerging growth company " under the JOBS Act following the consummation of the Merger, our independent registered public accounting firm will not be required to attest to the effectiveness of internal controls over financial reporting pursuant to Section 404 (b) of the Sarbanes- Oxley Act. Management' s ongoing assessment of internal controls could detect additional problems with internal controls, and could result in the identification of additional material weaknesses that were not otherwise identified. Undetected additional material weaknesses in internal controls could lead to financial statement restatements and require us to incur the expense of remediation. We are required to disclose changes made to internal controls and procedures on a quarterly basis. To comply with the public company requirements, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring additional accounting or internal audit staff. If we are unable to assert that our internal controls over financial reporting are effective, including as a result of the material weaknesses described above, we could lose investor confidence in the accuracy and completeness of financial reports, which would cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC. ~~Because we became a reporting company under the Exchange Act by means other than a traditional underwritten initial public offering, we may not be able to attract or retain the attention of research analysts at major brokerage firms. Because we did not become a reporting company by conducting an underwritten initial public offering of our common stock, and because we were not initially listed on a national securities exchange, security analysts of brokerage firms may not provide or continue coverage of our Company. In addition, investment banks may be less likely to agree to underwrite follow- on offerings on our behalf than they might if we became a public reporting company by means of an underwritten initial public offering, because they may be less familiar with our Company as a result of more limited coverage by analysts and the media, and because we became public at an early stage in our development. The failure to receive new or continue existing research coverage or support in the market for our shares could have an adverse effect on our ability to develop a liquid market for our common stock.~~ We are an emerging growth company and a smaller reporting company, and any decision on our part to comply only with certain reduced reporting and disclosure requirements applicable to emerging growth companies and smaller reporting companies could make our common stock less attractive to investors. We are an " emerging growth company, " as defined in the JOBS Act, and, for as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to emerging growth companies, including: ~~•~~ not being required to have our independent registered public accounting firm audit our internal controls over financial reporting under Section 404 of the Sarbanes- Oxley Act; ~~•~~ reduced disclosure obligations regarding executive compensation in our periodic reports and annual report on Form 10- K; and ~~•~~ exemptions from the requirements of holding non- binding advisory votes on executive compensation and stockholder approval of any golden parachute payments not previously approved. We could be an emerging growth company for up to five years following the completion of the initial public offering of Malo Holdings Corporation. Our status as an emerging growth company will end as soon as any of the following takes place: ~~•~~ the last day of the fiscal year in which we have more than $ 1. 07 billion in annual revenues; ~~•~~ the date we qualify as a " large accelerated filer, " with at least $ 700 million of equity securities held by non- affiliates; ~~•~~ the date on which we have issued, in any three- year period, more than $ 1. 0 billion in non- convertible debt securities; or ~~•~~ the last day of the fiscal year ending after the fifth anniversary of the completion of the first sale of our equity securities pursuant to a registration statement under the Securities Act. We cannot predict if investors will find our common

stock less attractive if we choose to rely on any of the exemptions afforded emerging growth companies. If some investors find our common stock less attractive because we rely on any of these exemptions, there may be a less active trading market for our common stock and the market price of our common stock may be more volatile. Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this provision of the JOBS Act. As a result, we will not be subject to new or revised accounting standards at the same time as other public companies that are not emerging growth companies. Therefore, our consolidated financial statements may not be comparable to those of companies that comply with new or revised accounting pronouncements as of public company effective dates. We are also a " smaller reporting company " as defined in the Exchange Act. We may continue to be a " smaller reporting company " even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as our voting and non- voting common stock held by non- affiliates is less than $ 250 ~~. 0~~ million measured on the last business day of our second fiscal quarter, or our annual revenues is less than $ 100 ~~. 0~~ million during the most recently completed fiscal year and our voting and non- voting common stock held by non- affiliates is less than $ 700. 0 million measured on the last business day of our second fiscal quarter. We may face risks related to securities litigation that could result in significant legal expenses and settlement or damage awards. We may in the future become subject to claims and litigation alleging violations of the securities laws or other related claims, which could harm our business and require us to incur significant costs. Significant litigation costs could impact our ability to comply with certain financial covenants under our credit agreement. We are generally obliged, to the extent permitted by law, to indemnify our current and former directors and officers who are named as defendants in these types of lawsuits. Regardless of the outcome, litigation may require significant attention from management and could result in significant legal expenses, settlement costs or damage awards that could have a material impact on our financial position, results of operations, and cash flows. Anti- takeover provisions in our charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management. Our restated certificate of incorporation and our restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors who are not nominated by current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include: ● establish a classified board of directors so that not all members of our board are elected at one time; ● permit only the board of directors to establish the number of directors and fill vacancies on the board; ● provide that directors may only be removed " for cause " and only with the approval of two- thirds of our stockholders; ● require super- majority voting to amend some provisions in our restated certificate of incorporation and restated bylaws; ● authorize the issuance of " blank check " preferred stock that our board could use to implement a stockholder rights plan; ● eliminate the ability of our stockholders to call special meetings of stockholders; ● prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; ● prohibit cumulative voting; and ● establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings. In addition, our restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for: any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law (" DGCL "), our restated certificate of incorporation, or our restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claims brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Our restated bylaws will provide that the federal district courts of the United States of America will, to the fullest extent permitted by law, be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (" Federal Forum Provision "). Our decision to adopt a Federal Forum Provision followed a decision by the Supreme Court of the State of Delaware holding that such provisions are facially valid under Delaware law. While there can be no assurance that federal courts or state courts will follow the holding of the Delaware Supreme Court or determine that the Federal Forum Provision should be enforced in a particular case, application of the Federal Forum Provision means that suits brought by our stockholders to enforce any duty or liability created by the Securities Act must be brought in federal court and cannot be brought in state court. While neither the exclusive forum provision nor the Federal Forum Provision applies to suits brought to enforce any duty or liability created by the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Accordingly, actions by our stockholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder also must be brought in federal court. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder. Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to our exclusive forum provisions, including the Federal Forum Provision. These provisions may limit a stockholder' s ability to bring a claim in a judicial forum of their choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. In addition, Section 203 of the DGCL may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations and other transactions between us and holders of 15 % or more of our common stock. We do not anticipate paying dividends on our common stock, and investors may lose the entire amount of their investment. Cash dividends have never been declared or paid on our common stock, and we do not anticipate such a declaration or payment for the foreseeable future. Any future determination about the payment of dividends will be made at the discretion of our board of directors and will depend upon our earnings, if any, capital requirements, operating and financial conditions, contractual restrictions, including any loan or debt financing agreements, and

on such other factors as our board of directors deems relevant. In addition, we may enter into agreements in the future that could contain restrictions on payments of cash dividends. We expect to use future earnings, if any, to fund business growth. Therefore, stockholders will not receive any funds absent a sale of their shares of common stock. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates. We cannot assure stockholders of a positive return on their investment when they sell their shares, nor can we assure that stockholders will not lose the entire amount of their investment. FINRA sales practice requirements may limit a stockholder' s ability to buy and sell our stock. The Financial Industry Regulatory Authority, Inc. (" FINRA ") has adopted rules requiring that, in recommending an investment to a customer, a broker- dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative or low- priced securities to their non- institutional customers, broker- dealers must make reasonable efforts to obtain information about the customer' s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA has indicated its belief that there is a high probability that speculative or low- priced securities will not be suitable for at least some customers. If these FINRA requirements are applicable to us or our securities, they may make it more difficult for broker- dealers to recommend that at least some of their customers buy our common stock, which may limit the ability of our stockholders to buy and sell our common stock and could have an adverse effect on the market for and price of our common stock. Substantial future sales of shares of our common stock could cause the market price of our common stock to decline. Pursuant to the registration rights agreement we entered into with certain holders of our common stock issued in connection with the **Securities Purchase Agreement entered into on April 19, 2023,** ~~Merger and the Private Placement (as defined below) following the Effective time of the Merger or held~~ by ~~our pre- Merger stockholders~~ **and among the Company and such holders** (the " Registration Rights Agreement "), we agreed, at our expense, and filed a registration statement with the Securities Exchange Commission (" SEC ") registering the resale of up to ~~29~~ **9** , ~~174~~ **375** , ~~239~~ **342** shares of our common stock ~~and~~ **(including 4, 375, 272 shares underlying Pre- Funded** ~~warrants~~ **Warrants and 1** , **875, 069 shares underlying Breakeven Warrants). The Pre- Funded Warrants were immediately exercisable upon issuance. The Breakeven Warrants became exercisable immediately upon closing of the Company' s underwritten public offering** which **occurred on November 20, 2023** ~~consists of shares of our common stock and warrants that are held by our pre- Merger stockholders or were issued in connection with the Merger and the Private Placement~~ . Following declaration of the registration statement' s effectiveness by the SEC on ~~February 4~~ **May 26** , ~~2021~~ **2023** (the " Prior Registration Statement "), the Prior Registration Statement permits the resale of these shares at any time for up to three years following the effective date of such registration statement. The resale, or expected or potential resale, of a substantial number of shares of our common stock in the public market could adversely affect the market price for our common stock and make it more difficult for you to sell shares of our common stock at times and prices that you feel are appropriate. Sales of a substantial number of such shares could cause our market price to fall or make it more difficult for you to sell your common stock at a time and price that you deem appropriate. Furthermore, we expect that selling stockholders will continue to offer shares covered by the Prior Registration Statement in significant amounts and for a significant period of time, the precise duration of which cannot be predicted. Accordingly, the adverse market and price pressures may continue for an extended period of time, and continued negative pressure on the market price of our common stock could have a material adverse effect on our ability to raise additional equity capital. A lack of research analyst coverage could materially and adversely affect the trading price and liquidity of our common stock. We cannot assure you that research analysts will maintain research coverage of Augmedix. A lack of research could materially and adversely affect the trading price and liquidity of our common stock. Redmile has significant influence over us. Entities affiliated with Redmile Group LLC (" Redmile ") own **common stock, and warrants if cash exercised for common stock, that would bring Redmile' s ownership position to** approximately 40. 7 % of our **then** outstanding common stock. As long as Redmile owns or controls a significant percentage of outstanding voting power, Redmile will have the ability to significantly influence corporate actions requiring stockholder approval, including the election of directors, amendments to our certificate of incorporation or bylaws, the approval of any merger or other significant corporate transaction. Our restated certificate of incorporation provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit stockholders' ability to obtain a more favorable judicial forum for disputes with us or its directors, officers, employees or stockholders. Our restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in name of the Company, actions against directors, officers and employees for breach of fiduciary duty and other similar actions may be brought in the Court of Chancery in the State of Delaware or, if that court lacks subject matter jurisdiction, another federal or state court situated in the State of Delaware. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock shall be deemed to have notice of and consented to the forum provisions in the certificate of incorporation. In addition, our restated bylaws provide that the federal district courts of the ~~United States~~ **U. S.** shall be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act and the Exchange Act. In March 2020, the Delaware Supreme Court issued a decision in Salzburg et al. v. Sciabacucchi, which found that an exclusive forum provision providing for claims under the Securities Act to be brought in federal court is facially valid under Delaware law. It is unclear whether this decision will be appealed, or what the final outcome of this case will be. We intend to enforce this provision, but we do not know whether courts in other jurisdictions will agree with this decision or enforce it. This choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with the company or any of its directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in the certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition.