**Risk Factors Comparison 2023-09-11 to 2022-09-15 Form: 10-K**

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In addition to the other information contained in this Annual Report on Form 10- K, including the matters addressed under the heading " Forward- Looking Statements, " you should carefully consider the following risk factors in this Annual Report on Form 10- K before investing in our securities. The risk factors described below disclose both material and are not intended to be exhaustive and are not the only risks facing us. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, results of operations and cash flows in future periods or are not identified because they are generally common to businesses. Risks Related to Our Business and Industry ~~The COVID- 19 pandemic has disrupted and is expected to continue to disrupt our business to some extent, which has had a material adverse impact on our business, results of operations and financial condition and could continue for an extended period of time. Future outbreaks of contagious diseases or other adverse public health developments in the United States or worldwide could have similar impacts on our business. The outbreak of COVID- 19 has had a material adverse effect on our business, results of operations, liquidity and financial condition and the same could continue for an extended period of time. Beginning in 2020, the COVID- 19 pandemic significantly impacted the economy in general, as well as our business directly, and continues to negatively affect our business. These effects include, but are not limited to: • the government- mandated and voluntary shutdowns, and operating restrictions on our business; • the level of customer demand following re- opening; • the ability to maintain a functioning workforce; • the ability to maintain adequate supplies and resources; • our ability to access funding sources in the future; • the economic impact of COVID- 19 and related disruptions on the communities we serve; and • management' s ability to estimate future performance of our business and impact on our business. Prior to the closure of our centers due to COVID- 19, the Company consistently grew revenues; however, the closure of our centers due to COVID- 19 prohibited the Company from generating sales and cash flows. Consequently, the Company incurred significant losses and consumed cash, and in order to increase liquidity, the Company incurred additional debt. Net losses in fiscal years 2022 and 2021 were $ 29, 934 and $ 126, 461, respectively, which were driven by costs associated with the Business Combination in 2022 and the closure of our centers in 2021. In 2021, Net proceeds from financing activities from long- term debt and revolver directly utilized to support our liquidity were $ 34, 805.~~ If we are unable to successfully design and execute our business strategy plan, including growing comparable center sales, our revenues and profitability may be adversely affected. Our ability to increase revenues and profitability is dependent on executing effective business strategies. If we are delayed or unsuccessful in executing our strategies or if our strategies do not yield desired results, our business, financial condition and results of operations may suffer. Our ability to meet our business strategy plan is dependent upon, among other things, our ability to: • increase gross sales and operating profits at existing centers with bowling, food, beverage, game and entertainment options desired by our guests; • evolve our marketing and branding strategies to continue to appeal to our guests; • innovate and implement new initiatives to provide a unique guest experience; • identify adequate sources of capital to fund and finance strategic initiatives; • grow and expand operations; • identify new opportunities to improve customer reach; • maintain a talented workforce responsive to customer needs and operational demands; **and** ~~andIndex to Financial Statements •~~ identify, implement and maintain cost- reducing strategies to scale operations. Changes in consumer ~~preferences and~~ buying patterns **and economic slowdowns** could negatively affect our results of operations. Visiting our centers is a discretionary purchase for consumers; therefore, our business is susceptible to economic slowdowns and recessions. We are dependent in particular upon discretionary spending by consumers living in the communities in which our centers are located. A significant weakening in the local economies of these geographic areas, or any of the areas in which our centers are located, may cause consumers to curtail discretionary spending, which in turn could reduce our centers' sales and have an adverse effect on our business and our results of operations. Our centers are sometimes located near high density retail areas such as regional malls, lifestyle centers, big box shopping centers and entertainment centers. We depend on a high volume of visitors at these locations to attract guests to our centers. As demographic and economic patterns change, current centers may or may not continue to be attractive or profitable. E- commerce or online shopping continues to increase and negatively impact consumer traffic at traditional " brick and mortar " retail sites located in regional malls, lifestyle centers, big box shopping centers and entertainment centers, and a decline in development or closures of businesses in these settings or a decline in visitors to retail areas near our centers could negatively affect our sales. ~~Additionally, consumers continually change their dietary preferences. As a result, we are challenged to evolve our food and beverage menu offerings to appeal to these changing customer preferences, while maintaining our brand character and retaining popular menu items. New information or changes in dietary, nutritional, allergen or health guidelines or environmental or sustainability concerns, whether issued by governmental agencies, academic studies, advocacy organizations or similar groups, may cause some groups of consumers to select foods other than those that are offered by our centers. It is also unclear currently if the COVID- 19 pandemic may have a lasting impact on consumer demand. If we fail to anticipate changing trends or other consumer preferences, our business, financial condition and results of operations would be adversely affected.~~ Advances in technologies or certain changes in consumer behavior driven by such technologies could have a negative effect on our business. Technology and consumer offerings continue to develop, and we expect new or enhanced technologies and consumer offerings will be available in the future. As part of our marketing efforts, we use a variety of digital platforms including search engines, mobile, online videos and social media platforms ~~such as Facebook ®, Twitter ® and Instagram ®~~ to attract and retain guests. We also test new technology platforms to improve our level of digital engagement with our guests and employees to help strengthen our marketing and related consumer analytics capabilities. These initiatives may not prove to be successful and may result in expenses incurred without the benefit of higher revenues or increased engagement. We may not be able to compete favorably in the highly competitive out- of- home and home- based entertainment markets, which could have a material adverse effect on our business, results of operations or financial condition. The out- of- home entertainment market is highly competitive. We compete for customers' discretionary entertainment dollars with providers of out- of- home entertainment, including localized attraction facilities such as other bowling centers, movie theaters, sporting events, sports activity centers, arcades and entertainment centers, nightclubs, and restaurants as well as theme parks. Some of the entities operating these businesses are larger and have significantly greater financial resources, a greater number of locations, have been in business longer, have greater name recognition and are better established in the markets where our centers are located or are planned to be located. As a result, they may be able to invest greater resources than we can in attracting customers and succeed in attracting customers who would otherwise come to our centers. We also face competition from local, regional, and national establishments that offer similar entertainment experiences to ours that are highly competitive with respect to price, quality of service, location, ambience **Index to Financial Statements** and type and quality of food. In addition, we also face competition from increasingly sophisticated home- based forms of entertainment, such as internet and video gaming and home movie streaming and delivery. Our failure to compete favorably in the competitive out- of- home and home- based entertainment markets could have a material adverse effect on our business, results of operations and financial condition. Unfavorable publicity or a failure to respond effectively to adverse publicity, could harm our business. Our brand and our reputation are among our most important assets. Our ability to attract and retain customers depends, in part, upon the external perception of Bowlero, the quality of our facilities and our integrity. Multi- location businesses, such as ours, can be adversely affected by unfavorable publicity resulting from food safety concerns, flu or other virus outbreaks and other public health concerns stemming from one or a limited number of our centers. Additionally, we rely on our network of suppliers to properly handle, store, and transport our ingredients for delivery to our centers. Failure by our suppliers, or their suppliers, could cause our ingredients to be contaminated, which could be difficult to detect and put the safety of our food in jeopardy. Negative publicity may also result from crime incidents, data privacy breaches, scandals involving our employees or operational problems at our centers. Regardless of whether the allegations or complaints are valid, unfavorable publicity related to one or more of our centers could affect public perception of the entire brand. Even incidents at similar businesses could result in negative publicity that could indirectly harm our brand. If one or more of our centers were the subject of unfavorable publicity and we are unable to quickly and effectively respond to such reports, our overall brand could be adversely affected, which could have a material adverse effect on our business, results of operations and financial condition. ~~There has been a significant increase in the use of social media and similar platforms, including weblogs (blogs), social media websites and other forms of Internet- based communications that allow individuals access to a broad audience of consumers and other interested persons. Consumers value readily available information concerning goods and services that they have or plan to purchase and may act on such information without further investigation or authentication. Many social media platforms immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted.~~ The ~~opportunity exists for dissemination of information, including inaccurate information, to spread quickly. Inaccurate or adverse information concerning Bowlero may be posted on such platforms at any time. The harm may be immediate without affording us an opportunity for redress or correction. Such platforms also may be used for dissemination of trade secret information, compromising valuable company assets. In summary, the~~ dissemination of information via social media and similar platforms may harm our business, prospects, financial condition, and results of operations, regardless of the information' s accuracy. The inappropriate use of social media vehicles by our guests or employees could increase our costs, lead to litigation or result in negative publicity that could damage our reputation. Further, if we are not effective in addressing social and environmental responsibility matters or achieving relevant sustainability goals, consumer trust in our brand may suffer. Consumer demand for our products and our brand value could diminish significantly if any such incidents or other matters erode consumer confidence in us or our products, which could likely result in lower revenues. We are subject to risks associated with leasing space subject to long- term, non- cancelable leases. Payments under our non- cancelable, long- term operating leases account for a significant portion of our operating expenses and we expect many of the new centers we open in the future will also be leased. We often cannot cancel these leases without substantial economic penalty. If an existing or future center is not profitable, and we decide to close it, we may nonetheless be committed to perform our obligations under the applicable lease, including, among other things, paying the rent for the remainder of the lease term. We depend on cash flow from operations to pay our lease obligations. If our business does not generate adequate cash flow from operating activities and sufficient funds are not otherwise available to us from borrowings under our existing credit facility, we may not be able to service our operating lease obligations, grow our business, respond to competitive challenges or fund other liquidity and capital needs, all of which could have a material adverse effect on us. In addition, as each of our leases expires, we may choose not to renew, or may not be able to renew, such existing leases if the renewal rent is too high and / or the capital investment required to maintain the centers at the leased locations is not justified by the return required on the investment. If we are not able to renew the leases at rents that allow such centers to remain profitable as their terms expire, the number of such centers may decrease, resulting in lower revenue from operations, or we may relocate a center, which could subject us to construction and other costs and risks, and in either case, could have a material adverse effect on our business, results of operations and financial condition. Our financial performance and the ability to implement successfully our strategic direction could be adversely affected if we fail to retain, or effectively respond, to a loss of key management. Our future success is substantially supported by the contributions and abilities of senior management, including key executives and other leadership personnel. Changes in senior management could expose us to significant changes in strategic direction and initiatives. A failure to maintain appropriate organizational capacity and capability to support leadership excellence or a loss of key skill sets could jeopardize our ability to meet our business performance expectations and growth targets. Although we have employment agreements with many members of senior management, we cannot prevent members of senior management from terminating their employment with us. Losing the services of members of senior management could materially harm our business until a suitable replacement is found, and such replacement may not have equal experience and capabilities. We face risks related to our substantial indebtedness and limitations on future sources of liquidity. Our substantial indebtedness as of July ~~3~~ **2** , ~~2022~~ **2023** and our forecasted current debt service ~~of $ 53, 200 in minimum debt payments~~ and ~~estimated~~ interest payments in fiscal year ~~2023~~ **2024** could have important consequences to us, including: • making it more difficult for us to satisfy our obligations with respect to our debt, and any failure to comply with the obligations under our debt instruments, including restrictive covenants, could result in an event of default under the agreements governing our indebtedness increasing our vulnerability to general economic and industry conditions ~~, including as a result of disruption caused by the global COVID- 19 pandemic~~ ; • requiring a substantial portion of our cash flow from operations to be dedicated to the payment of obligations with respect to our debt, thereby reducing our ability to use our cash flow to fund our operations, lease payments, capital expenditures, selling and marketing efforts, product development, future business opportunities and other purposes; • exposing us to the risk of continued increased interest rates as some of our borrowings are at variable rates; • limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, strategic acquisitions and general corporate or other purposes; and • limiting our ability to plan for, or adjust to, changing market conditions and placing us at a competitive disadvantage compared to our competitors who may be less highly leveraged. Covenants in our debt agreements restrict our business and could limit our ability to implement our business plan. Our credit facility contains covenants that may restrict our ability to implement our business plan, finance future operations, respond to changing business and economic conditions, secure additional financing, and engage in opportunistic transactions, such as strategic acquisitions. In addition, if we fail to satisfy the covenants contained in the credit facility, our ability to borrow under the revolving credit loans portion of the credit facility may be restricted. The credit facility includes covenants restricting, among other things, our ability to do the following under certain circumstances: • incur or guarantee additional indebtedness or issue certain disqualified or preferred stock; • pay dividends or make other distributions on, or redeem or purchase any equity interests or make other restricted payments; • make certain acquisitions or investments; • create or incur liens; • transfer or sell assets; • incur restrictions on the payment of dividends or other distributions from our restricted subsidiaries; • alter the business that we conduct; • enter into transactions with affiliates; and • consummate a merger or consolidation or sell, assign, transfer, lease or otherwise dispose of all or substantially all our assets. In addition, failure to meet a leverage- based test that is applicable when our revolving credit facility, along with certain letters of credit, is at least 35 % drawn, is a default under the agreement governing our credit facilities. The leverage- based test is calculated ~~on the basis of our Adjusted EBITDA, as defined~~ in **accordance with** the agreement governing our credit facilities. Events beyond our control ~~, including the impact of COVID- 19,~~ may affect our ability to comply with our covenants ~~, even after the cessation of the second amendment suspension period~~ . Additionally, our master lease agreements include cross- default provisions with the agreement governing our credit facilities. If we default under the credit facility because of a covenant breach or otherwise, all outstanding amounts thereunder could become immediately due and payable. We cannot assure you that we will be able to comply with our covenants under the credit facility or that any covenant violations will be waived in the future. Any violation that is not waived could result in an event of default, permitting our lenders to declare outstanding indebtedness and interest thereon due and payable, and permitting the lenders under the revolving credit loans provided under the credit facility to suspend commitments to make any advance, or require any outstanding letters of credit to be collateralized by an interest bearing cash account, any or all of which could have a material adverse effect on our business, financial condition and results of operations. In addition, if we fail to comply with our financial or other covenants under the credit facility, we may need additional financing to service or extinguish our indebtedness. We may not be able to obtain financing or refinancing on commercially reasonable terms, or at all. We cannot assure you that we would have sufficient funds to repay outstanding amounts under the credit facility and any acceleration of amounts due would have a material adverse effect on our liquidity and financial condition. The ~~success of our longer- term growth strategy depends in part on our ability to open and operate new centers profitably. Our ability to timely and efficiently open new centers on a new- construction or acquisition basis and to operate these centers profitably is dependent on numerous factors including quality locations, acceptable lease or purchase agreements, zoning, use and other regulations, our liquidity, staffing needs and training, permitting, customer acceptance, impact on existing centers and financial performance targets. The timing of new location openings may result in significant fluctuations in our quarterly performance. We typically incur significant costs prior to opening for pre- opening and construction and increased labor and operating costs for a newly opened center. Our failure to maintain or renew key agreements could adversely affect our ability to distribute our media content and / or other of our goods and services, which could adversely affect our operating results. A portion of our profits is derived from our media content, which is distributed by cable, satellite and broadcast television networks and digital platforms around the globe. As detailed below, we have depended on and will continue to depend on, third parties for many aspects of the operation and distribution of PBA events. Any failure to maintain (such as due to a breach or alleged breach by either party) or renew arrangements with distributors and platforms, the failure of distributors or platforms to continue to provide services to us or the failure to enter into new distribution opportunities on terms favorable to us could adversely affect our financial outlook, liquidity, business and operating results. We have relationships with Fox Sports, CBS Sports and Flo Bowling, which carry PBA events through their cable networks and streaming channels. Many of our other goods and services, such as our merchandise and arcade games are manufactured and sold by other parties under licenses of our intellectual property or distribution agreements. Our inability for any reason to enter into, maintain and / or renew or replace, as the case may be, these agreements on terms favorable to us could adversely affect our financial outlook, liquidity, business and / or operating results. We produce content, build infrastructure and market PBA events. If, for any number of reasons, we are unable to continue to develop and monetize this content successfully, it could have an adverse effect on our operating results. Need to Attract, Retain and Replace Fans. We believe that the PBA has a passionate fan base. However, the markets for entertainment video are intensely competitive and include many subscription,~~

~~transactional and ad- supported models and vast amounts of pirated materials, all of which capture segments of the entertainment video market. These markets have and are expected to continue to be subject to rapid changes, and new technologies and evolving business models are developing at a fast pace. We expect this competition to continue to grow and the markets to continue to transform. Many players that have entered this space have vastly greater financial and marketing resources than we, as well as longer operating histories, large customer bases and strong brand recognition. These competitors may aggressively price their offerings and devote more technology and marketing resources. Certain of these competitors have begun to bundle digital networks. Other competitors for viewers of media content include broadcast, cable and satellite television, many of which have so- called " TV everywhere, " stand- alone streaming and / or " on demand " content, online movie and television content providers (both legal and illegal (pirated)), and ad- supported services such as YouTube. In non-pandemic times, viewers also commit viewing dollars to theatrical films, live events or other leisure activities. Our ability to attract and retain fans for PBA will depend in part on our ability to provide consistent high- quality content and a high level of service that is perceived as a good value for the consumer' s entertainment dollars in the face of this intense competition. Our failure to do so could adversely affect our business and operating results. The~~ adoption or modification of laws and regulations relating to our business could limit or otherwise adversely affect the manner in which we conduct our business. The growth and development of the market for online commerce has led to more stringent consumer protection laws, ~~including privacy laws such as the European Union General Data Protection Regulation (" GDPR ") and the California Consumer Privacy Act (" CCPA "),~~ imposing additional burdens on us. We may be required to comply with new regulations or legislation or new interpretations of existing regulations or legislation. This compliance could cause us to incur significant additional expense or alter our business model or could result in substantial fines, civil liability and / or harm to reputation for noncompliance. In addition, the delivery of PBA content in international markets exposes us to multiple regulatory frameworks and societal norms, the complexity of which may result in unintentional noncompliance which could adversely affect our business and operating results. Our failure to continue to build and maintain our brand of entertainment could adversely affect our operating results. We must continue to build and maintain our strong brand identity to attract and retain fans who have a number of entertainment choices. The ~~creation, marketing and distribution of live events, programming and films that our fans value and enjoy are at the core of our business. The~~ production of compelling live, televised, streamed and film content is critical to our ability to generate revenues across our media platforms and product outlets. Our ability to produce compelling content depends on our ability to attract professional bowlers to our tournaments. Professional bowlers are independent agents and make their own decisions on whether or not to participate in a tournament. In addition, we are **partially** dependent on advertising, sponsorship and marketing revenue from third parties in order to be able to host tournaments. If such third parties decide to sponsor or advertise at other types of sporting events, our costs for hosting tournaments will increase, and we may host fewer tournaments, resulting in a decrease in the amount of content that we can produce. ~~We are also dependent on the U. S. Bowling Congress who own rights to certain tournaments, such as the US Open and the USBC Masters. PBA partners with the U. S. Bowling Congress to deliver televised events for tournaments owned by the U. S. Bowling Congress. Our current agreements with the U. S. Bowling Congress provide for the delivery of televised content for such tournaments until 2023, and we may be unable to secure such rights after 2023 at attractive terms or at all. Also important are effective~~ **Effective** consumer communications, such as marketing, customer service and public relations **are also important** . The role of social media by fans and by us is an important factor in our brand perception. If our efforts to create compelling services and goods and / or otherwise promote and maintain our brand, services and merchandise are not successful, our ability to attract and retain fans may be adversely affected. Such a result would likely lead to a decline in our television ratings, attendance at our live events post- pandemic, and / or otherwise impact our sales of goods and services, which would adversely affect ~~our operating results. Our failure to compete effectively in a rapidly evolving media landscape could adversely affect our operating results. The manner in which audio / media content is distributed and viewed is constantly changing, and consumers have increasing options to access entertainment video. Changes in technology require our resources including personnel, capital and operating expenses. Conversely, technology changes have also decreased the cost of video production and distribution for certain programmers (such as through social media), which lowers the barriers to entry and increases the competition for viewership and revenues. While we attempt to distribute our programming across all platforms, our failure to continue to do so effectively (including, for example, our emphasizing a distribution platform that may in time lessen in importance or become obsolete or our loss of, or other inability to procure, carriage on an important platform) could adversely affect our operating results. If other providers of video programming address the changes in consumer viewing habits in a manner that is better able to meet content distributor and consumer needs and expectations, our business could be adversely affected. The number of subscribers and ratings of television networks and advertising revenues in general have been reported as being impacted by viewers moving to alternative media content providers, a process known as " cord cutting " and " cord shaving. " Many well- funded digital companies have been competing with the traditional television business model and, while it has been widely reported that they are paying significant amounts for media content, it is not clear that these digital distributors will replace the importance (in terms of money paid for content, viewer penetration and other factors) of television distribution to media content owners. Our media partners' businesses are affected by their sale of advertising and subscriptions for their services. If they are unable to sell advertising and / or subscriptions either with regard to PBA programming specifically (such as, by way of example and without limitation, due to a decline in the popularity of our programming and / or brand) or all of their programming generally, it could adversely affect our operating results. Changes in the regulatory atmosphere and related private sector initiatives could adversely affect our businesses. Production of video programming by independent producers is generally not directly regulated by the federal or state governments in the United States. PBA events are on broadcast television on the Fox and CBS Networks, and we are responsible, directly or indirectly, for compliance with certain additional FCC regulations and statutory requirements applicable to programming distributed over television broadcast stations. Any failure to remain in compliance with these requirements could expose us to substantial costs and adverse publicity which could impact our~~

~~operating results. Changes in FCC regulations, and the ongoing reallocation of satellite spectrum for " 5G " next generation wireless broadband use, could impact the availability of satellite transmission spectrum for video programming distribution, which could increase the transmission costs of certain of our programming and / or affect transmission quality and reliability. The markets for programming in the United States and internationally may be substantially affected by government regulations applicable to, as well as social and political influences on, television stations and networks. We voluntarily designate the suitability of each of our television and PBA programs using standard industry ratings. Domestic and foreign governmental and private- sector initiatives relating to the production and distribution of video programming are announced from time to time. Compliance by our licensees of these initiatives and / or their noncompliance of governmental policies could restrict our program distribution and adversely affect our levels of viewership, result in adverse publicity and / or otherwise impact~~ our operating results. Risks Related to Information Technology and Cybersecurity Information technology system failures or interruptions may impact our ability to effectively operate our business. We rely heavily on various information technology systems, including point- of- sale, kiosk and amusement operations systems in our centers, data centers that process transactions, communication systems and various other software applications used throughout our operations. **While** ~~Some~~ **some** of these systems have been internally developed or we rely on third- party providers and platforms for some of ~~these~~ **our** information technology systems and support. Although we have operational safeguards in place, those technology systems and solutions could become vulnerable to damage, disability, or failures due to theft, fire, power outages, telecommunications failure or other catastrophic events. Any failure of these systems could significantly impact our operations and could make our content unavailable or degraded. These service disruptions could be prolonged ~~. We rely on third- party service providers for certain key elements of our operations including credit card processing, telecommunications, utilities and delivery of video programming~~ . Our reliance on systems operated by third parties also ~~present~~ **presents** the ~~risk~~ **risks** faced by the third party' s business, including the operational, cybersecurity, and credit risks of those parties. If those systems were to fail or otherwise be unavailable, and we were unable to timely recover, we could experience an interruption in our operations. Our business interruption insurance may not cover us in the event these types of business interruptions occur. Cybersecurity breaches or other privacy or data security incidents that expose confidential customer, personal employee or other material, confidential information that is stored in our information systems or by third parties on our behalf may impact our business. Many of our information technology systems (and those of our third- party business partners, whether cloud- based or hosted in proprietary servers), including those used for point- of- sale, web and mobile platforms, mobile payment systems and administrative functions, contain personal, financial or other information that is entrusted to us by our guests and associates. Many of our information technology systems also contain proprietary and other confidential information related to our business, such as business plans and initiatives. A cyber incident (generally any intentional or unintentional attack that results in unauthorized access resulting in disruption of systems, corruption of data, theft or exposure of confidential information or intellectual property) that compromises the information of our customers or employees could result in widespread negative publicity, damage to our reputation, a loss of customers, and disruption of our business. The regulatory environment surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and constantly changing requirements. Compliance with these requirements can be costly and time- consuming and the costs could adversely impact our results of operations due to necessary system changes and the development of new administrative processes. The California Consumer Privacy Act of 2018, provides a private right of action for data breaches and requires companies that process information about California residents to make new disclosures to consumers about their data collection, use and sharing practices and ~~allow~~ **allows** consumers to opt out of certain data sharing with third parties. Security breaches could also result in a violation of applicable privacy and other laws, and subject us to private consumer, business partner or securities litigation and governmental investigations and proceedings, any of which could result in our exposure to material civil or criminal liability. We are required to maintain the highest level of Payment Card Industry Data Security Standard (" PCI ") compliance at our corporate office and centers. If we do not maintain the required level of PCI compliance, we could be subject to costly fines or additional fees from the card brands that we accept or lose our ability to accept those payment cards. ~~Additionally, an increasing number of government and industry groups have established laws and standards for the protection of personal and health information.~~ Our existing cybersecurity policy includes cybersecurity techniques, tactics, and procedures, including continuous monitoring and detection programs, network protections, annual employee training and awareness and incident response preparedness. In addition, we periodically scan our environment for any vulnerabilities, perform penetration testing and engage third parties to assess effectiveness of our security measures. We utilize a voluntary tool to help manage privacy risk by independently benchmarking our cybersecurity program to the NIST Cybersecurity Framework, using an independent third party, and we share the results of our annual audit with our audit committee. Although we employ security technologies and practices and have taken other steps to try to prevent a breach, there are no assurances that such measures will prevent or detect cybersecurity breaches, and we may nevertheless not have the resources or technical sophistication to prevent rapidly evolving types of cyberattacks. We maintain a separate insurance policy covering cybersecurity risks and such insurance coverage may, subject to policy terms and conditions, cover certain aspects of cyber risks, but this policy is subject to a retention amount and may not be applicable to a particular incident or otherwise may be insufficient to cover all our losses beyond any retention. Based on recent court rulings, there is uncertainty as to whether traditional commercial general liability policies will be construed to cover the expenses related to cyberattacks and breaches if credit and debit card information is stolen. We have been and likely will continue to be, the target of cyber and other security threats. If in the future, we experience a security breach, we could become subject to claims, lawsuits or other proceedings for purportedly fraudulent transactions arising out of the theft of credit or debit card information, compromised security and information systems, failure of our employees to comply with applicable laws, the unauthorized acquisition or use of such information by third parties, or other similar claims. Our reliance on computer systems and software could expose us to material financial and reputational harm if any of those computer systems or software were subject to any material disruption or corruption. Our servers and those of third parties used in our business may be vulnerable to cybersecurity attacks, computer viruses (including worms, malware, ransomware and other destructive or disruptive software or denial of service attacks), physical or electronic break- ins and similar disruptions and could experience directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse, theft or release of proprietary, confidential, sensitive or otherwise valuable company or subscriber data or information. Such a cybersecurity attack, virus, break- in, disruption or attack could remain undetected for an extended period, could harm our business, financial condition or results of operations, be expensive to remedy, expose us to litigation and / or damage our reputation. Our insurance may not cover expenses related to such disruptions or unauthorized access fully or at all. Because the techniques used to obtain unauthorized access to, or disable, degrade or sabotage, these systems and servers change frequently and often are not recognized until launched against a target, we and the third parties used in distribution of our content may be unable to anticipate these techniques, implement adequate preventative measures or remediate any intrusion on a timely or effective basis. Moreover, the development and maintenance of these preventative and detective measures is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. Despite the efforts of us and / or third parties, the possibility of these events occurring cannot be eliminated. Risks Related to the Location- Based Entertainment Industry Our success depends upon our ability to recruit and retain qualified center management and operating personnel while also controlling our labor costs. We must continue to attract, retain, and motivate qualified management and operating personnel to maintain consistency in our service, hospitality, quality, and atmosphere of our centers, and to also support future growth. Adequate staffing of qualified personnel is a critical factor impacting our guests' experience in our centers. Qualified management and operating personnel are typically in high demand. ~~Current unemployment subsidies and difficult pandemic- related operating demands are resulting in aggressive competition for talent, wage inflation and pressure to improve benefits and workplace conditions to remain competitive.~~ If we are unable to attract and retain a satisfactory number of qualified management and operating personnel, labor shortages could delay the planned openings of new centers or adversely impact our existing centers. Any such delays, material increases in employee turnover rates in existing centers or widespread employee dissatisfaction could have a material adverse effect on our business and results of operations. Competition for qualified employees could require us to pay higher wages, which could result in higher labor costs and could have a material adverse effect on our results of operations. **We may be subject to increased labor and insurance costs. Our operations are subject to federal, state and local laws governing such matters as minimum wages, working conditions, overtime and tip credits. As federal, state and local minimum wage rates increase, we may need to increase not only the wages of our minimum wage employees, but also the wages paid to employees at wage rates that are above minimum wage. Labor shortages, increased employee turnover, and health care and other benefit or working condition regulations also have increased and may continue to increase our labor costs. These increased costs could, in turn, lead us to increase our prices, which could impact our sales. Conversely, if competitive pressures or other factors prevent us from offsetting increased labor costs by increases in menu prices, our profitability may decline. In addition, the current premiums that we pay for our insurance (including workers' compensation, general liability, property, health, and directors' and officers' liability) may increase at any time, thereby further increasing our costs. The dollar amount of claims that we actually experience under our workers' compensation and general liability insurance may also increase at any time, thereby further increasing our costs. Further, the decreased availability of property and liability insurance has the potential to negatively impact the cost of premiums and the magnitude of uninsured losses.** Our revenues and operating results may fluctuate significantly due to various risks and unforeseen circumstances, including ~~increases in costs~~ **natural disasters, public health emergencies, acts of violence or terrorism** , seasonality, weather, ~~acts of violence or terrorism~~ and other factors outside our control. Certain regions in which our centers are located have been, and may in the future be, subject to natural disasters, such as earthquakes, floods, and hurricanes. Depending upon its magnitude, a natural disaster could severely damage a cohort of our centers, which could adversely affect our business, results of operations or financial condition. Our corporate headquarters and our data center are located in Richmond, Virginia and our backup data facility is located in Dallas, Texas. A natural or man- made disaster could significantly impact our ability to provide services and systems to our centers and negatively impact our operations. Any act of violence at or threatened against our centers or the retail complexes in which they are located, including active shooter situations and terrorist activities, may result in restricted access to our centers and / or closures in the short- term and, in the long term, may cause our guests and associates to avoid visiting our centers. Any such situation could adversely impact cash flows and make it more difficult to fully staff our centers, which could materially adversely affect our business. **Public health emergencies and pandemics such as the COVID- 19, including any variants, may result in center closures or cause our guests and associates to avoid visiting our centers, in each case for an indeterminate amount of time. Any such situation could adversely impact cash flows and make it more difficult to fully staff our centers, which could materially adversely affect our business.** Our operating results fluctuate significantly due to seasonal factors. ~~We typically generate our highest sales volumes during the third quarter of each fiscal year due to the timing of leagues, holidays and changing weather conditions.~~ School operating schedules, holidays and weather conditions ~~may also~~ affect our sales volumes in ~~some operating~~ **all of our** regions ~~differently than others~~ **, but the impact and the timing of impact varies in each region** . In addition, unfavorable weather conditions during the winter and spring seasons could have a significant impact on our results. Our operations are susceptible to the changes in cost and availability of commodities and other products, which could negatively affect our operating results. Our profitability depends in part on our ability to anticipate and react to changes in commodity and other product costs. Various factors beyond our control, including adverse weather conditions, governmental regulation and monetary policy, product availability, recalls of food products, disruption of our supplier manufacturing and distribution processes due to public health crises or pandemics, and seasonality, may affect our commodity costs or cause a disruption in our supply chain. In an effort to mitigate some of this risk, we have multiple short-term supply contracts with a limited number of suppliers. If any of these suppliers do not perform adequately or otherwise fail to distribute products or supplies to our centers, we may be unable to replace the suppliers in a short period of time on acceptable terms, which could increase our costs, cause shortages of food and other items at our centers and cause us to remove certain items from our menu. Changes in the price or availability of commodities for which we do not have short- term supply contracts could have a material adverse effect on our profitability. Expiring contracts with our food suppliers could also result in unfavorable renewal terms and therefore increase costs associated with these suppliers or may necessitate negotiations with other suppliers. Other than short- term supply contracts for certain food items and certain utilities contracts, we currently do not engage in futures contracts or other financial risk management strategies with respect to potential price fluctuations in the cost of food and other supplies. Also, the unplanned loss of a major distributor could adversely affect our business by disrupting our operations as we seek out and negotiate a new distribution contract. If we have to pay higher prices for food or other product costs, our operating costs may increase, and, if we are unable to adjust our purchasing practices or pass any cost increases on to our guests, our operating results could be adversely affected. Our procurement of new games and amusement and entertainment offerings is contingent upon availability, and in some instances, our ability to obtain licensing rights. Our ability to continue to procure new games, amusement and entertainment offerings, and other entertainment- related equipment is important to our business strategy. The number of suppliers from which we can purchase games, amusement offerings and other entertainment-related equipment is limited. To the extent the number of suppliers declines, we could be subject to the risk of distribution delays, pricing pressure, lack of innovation and other associated risks. We may not be able to anticipate and react to changing amusement offerings cost by adjusting purchasing practices or game prices, and a failure to do so could have a material adverse effect on our operating results. In addition, any decrease in availability of new amusement offerings that appeal to guests could lead to decreases in revenues as guests negatively react to lack of new game options. Our ability to develop future offerings is dependent on, among other things, obtaining rights to compelling game content and developing new amusement offerings that are accepted by our guests. There is no guarantee that additional licensing rights will be obtained by us or that our guests will accept the future offerings that we develop. The result could be increased expenses without increased revenues putting downward pressure on our results of operations and financial performance. We may not be able to operate our centers or obtain / maintain licenses and permits necessary for such operation, in compliance with laws, regulations and other requirements, which could adversely affect our business, results of operations or financial condition. We are subject to licensing and regulation by state and local authorities relating to the sale of alcoholic beverages, health, sanitation, safety, building and fire codes. Each center is required to obtain a license to sell alcoholic beverages on the premises from a state authority and, in certain locations, county and municipal authorities. Typically, licenses must be renewed annually and may be revoked or suspended for cause at any time. In some states, the loss of a license for cause with respect to one center may lead to the loss of licenses at all centers in that state and could make it more difficult to obtain additional licenses in that state. Alcoholic beverage control regulations relate to numerous aspects of the daily operations of each center, including minimum age of patrons and employees, hours of operation, advertising, wholesale purchasing, inventory control and handling and storage and dispensing of alcoholic beverages. We generally have not encountered any material difficulties or failures in obtaining and maintaining the required licenses, permits and approvals that could impact the continuing operations of an existing center, or delay or prevent the opening of a new center. Although we do not anticipate any material difficulties occurring in the future, the failure to receive or retain a liquor license, or any other required permit or license, in a particular location, or to continue to qualify for, or renew licenses, could have a material adverse effect on operations and our ability to obtain such a license or permit in other locations. We are subject to extensive **domestic and international** laws and regulations and failure to comply with existing or new laws and regulations could adversely affect our operational efficiencies, cost structure and talent availability. ~~Restrictions put in place by federal, state and local governments in response to the COVID- 19 pandemic have caused operations and business at our centers to be impaired. While many states have rescinded such restrictions, it is not certain when all restrictions will be lifted in the remaining states where such restrictions are still in place.~~ We are ~~also~~ subject to various federal, state, and local laws and regulations that govern numerous aspects of our business ~~, including the following: • the Fair Labor Standards Act and other federal, state and local laws and regulations that govern employment practices and working conditions, including minimum wage rates, wage and hour practices, gratuities, overtime, labor practices, various family leave mandates, discrimination and harassment, immigration, workplace safety and other areas; • the Americans with Disabilities Act and similar state laws that give civil rights protections to individuals with disabilities in the context of employment, public accommodations and other areas; • the Patient Protection and Affordable Care Act as amended by the Health Care and Education Affordability Reconciliation Act of 2010 (" PPACA ") and uncertainties surrounding future changes to or replacement of our health insurance system; • preparation, sale and labeling of food, including the federal regulations of the Food and Drug Administration, which oversees the safety of the entire food system, including inspection and mandatory food recalls, menu labeling and nutritional content, and additional requirements in certain states and local jurisdictions; • environmental laws and regulations governing, among other things, discharges of pollutants into the air and water as well as the presence, handling, release and disposal of and exposure to hazardous substances; • liquor laws and regulations governing the service and sale of alcohol; and • other environmental matters, such as climate change, the reduction of greenhouse gases, water consumption and animal health and welfare~~ . Compliance with these laws and regulations and future new laws or changes in laws or regulations that impose additional requirements can be costly. Any failure or perceived failure to comply with these laws or regulations could result in, among other things, revocation of required license, administrative enforcement actions, fines, civil and criminal liability, and / or closure of centers. We could also be strictly liable, without regard to fault, for certain environmental conditions at properties we formerly owned or operated as well as at our current properties. Further, more stringent and varied requirements of local and state governmental bodies with respect to zoning, land use and environmental factors could delay or prevent development of new centers in certain locations **. laws, imposing additional burdens on us. Our international operations may also expose us to other additional risks, such as**

**violations of anti- bribery and anti- corruption laws, such as the United States Foreign Corrupt Practices Act, or violations of economic sanctions laws, such as the regulations enforced by the U. S. Department of the Treasury' s Office of Foreign Assets Control** . We believe it is becoming increasingly likely that the United States federal government will significantly increase the federal minimum wage and tip credit wage (or eliminate the tip credit wage) and require significantly more mandated benefits than what is currently required under federal law. Should this happen, other jurisdictions that have historically mandated higher wages and greater benefits than what is required under federal law may seek to further increase wages and mandated benefits. In addition to increasing the overall wages paid to our minimum wage and tip credit wage earners, these increases create pressure to increase wages and other benefits paid to other associates who, in recognition of their tenure, performance, job responsibilities and other similar considerations, historically received a rate of pay exceeding the applicable minimum wage or minimum tip credit wage. Because we employ a large workforce, any wage increase and / or expansion of benefits mandates could have a particularly significant impact on our labor costs. Our vendors, contractors and business partners are similarly impacted by wage and benefit cost inflation, and many have or will increase their price for goods, construction, and services in order to offset their increasing labor costs. We may not be able to partially or fully offset cost increases resulting from changes in minimum wage rates by increasing bowling, menu or game prices, improving productivity, or through other adjustments, and our business, results of operations and financial condition could be adversely affected. Moreover, although only a few of our employees have been or are now represented by any unions, labor organizations may seek to represent an increasing number of our employees in the future, and if they are successful, our payroll expenses and other labor costs may be increased in the course of collective bargaining, and / or there may be strikes or other work disruptions that may adversely affect our business. ~~We face potential liability with our gift cards under the property laws of some states. Our gift cards, which may be used to purchase bowling, food, beverages, merchandise and game play credits in our centers, may be considered stored value cards. Certain states include gift cards under their abandoned and unclaimed property laws and require companies to remit to the state cash in an amount equal to all or a designated portion of the unredeemed balance on the gift cards based on certain card attributes and the length of time that the cards are inactive. To date we have not remitted any amounts relating to unredeemed gift cards to states based upon our assessment of applicable laws. The analysis of the potential application of the abandoned and unclaimed property laws to our gift cards is complex, involving an analysis of constitutional, statutory provisions and factual issues. In the event that one or more states change their existing abandoned and unclaimed property laws or successfully challenge our position on the application of its abandoned and unclaimed property laws to our gift cards, our liabilities with respect to unredeemed gift cards may be materially higher than the amounts shown in our financial statements. If we are required to materially increase the estimated liability recorded in our financial statements with respect to unredeemed gift cards, our net income could be materially and adversely affected.~~ Litigation, including allegations of illegal, unfair or inconsistent employment practices, may adversely affect our business, results of operations or financial condition. Our business may be adversely affected by the risk of legal proceedings brought by or on behalf of our customers, employees, suppliers, shareholders, government agencies or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. In recent years, a number of companies have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state law regarding workplace and employment matters, discrimination and similar matters, and a number of these lawsuits have resulted in the payment of substantial damages by the defendants. We have had from time to time and now have such lawsuits pending against us. In addition, from time to time, customers file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered at or after a visit to a center. We are also subject to a variety of other claims in the ordinary course of business, including personal injury, lease, and contract claims. We are also subject to " dram shop " statutes in certain states in which our centers are located. These statutes generally provide a person injured by an intoxicated person the right to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated individual. Recent litigation against restaurant chains has resulted in significant judgments and settlements under dram shop statutes. Because these cases often seek punitive damages, which may not be covered by insurance, such litigation could have an adverse impact on our business, results of operations or financial condition. Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from operations and hurt our financial performance. A judgment significantly in excess of our insurance coverage or not covered by insurance could have a material adverse effect on our business, results of operations or financial condition. Also, adverse publicity resulting from these allegations may materially affect our centers and us. Failure to adequately protect our intellectual property could harm our business. We regard our intellectual property as having significant value and being important to our marketing efforts. We use a combination of intellectual property rights, such as trademarks and trade secrets, to protect our brand and certain other proprietary processes and information material to our business. The success of our business strategy depends, in part, on our continued ability to use our intellectual property rights to increase brand awareness and further develop our branded products in both existing and new markets. If we fail to protect our intellectual property rights adequately, we may lose an important advantage in the markets in which we compete. If third parties misappropriate or infringe on our intellectual property, the value of our image, brand and the goodwill associated therewith may be diminished, our brand may fail to achieve and maintain market recognition, and our competitive position may be harmed, any of which could have a material adverse effect on our business, including our revenues. Policing unauthorized use of our intellectual property is difficult, and we cannot be certain that the steps we have taken will prevent the violation or misappropriation of such intellectual property rights by others. To protect our intellectual property, we may become involved in litigation, which could result in substantial expenses, divert the attention of management and adversely affect our revenue, financial condition and results of operations. We cannot be certain that our products and services do not and will not infringe on the intellectual property rights of others. Any such claims, regardless of merit, could be time- consuming and expensive to litigate or settle, divert the attention of management, cause significant delays, materially disrupt the conduct of our business and have a material adverse effect on our financial condition and results of operations. As a consequence of such claims, we could be required to pay a substantial damage award, take a royalty- bearing license, discontinue the use of third- party products used within our operations and / or rebrand our products and services. ~~We conduct business internationally, which exposes us to additional risks. Our ability to successfully conduct operations in international markets is affected by many of the same risks we face in our U. S. operations, as well as unique costs and difficulties of managing international operations. Our international operations, which accounted for approximately $ 8, 800 in revenues for the fiscal year 2022, expose us to certain additional risks, including: • difficulty in staffing international operations; • different political, economic and regulatory conditions; • local laws and customs; • violations of anti- bribery and anti- corruption laws, such as the United States Foreign Corrupt Practices Act; • violations of economic sanctions laws, such as the regulations enforced by the U. S. Department of The Treasury' s Office of Foreign Assets Control; • currency fluctuations; • limitations on our ability to enforce legal rights and remedies with third parties or partners outside the United States; • adverse tax consequences; and • dependence on other economies. Fluctuations in other factors relating to international operations, such as tariffs, transportation costs and inflation are additional risks for our international operations.~~ General Risk Factors Changes in tax laws and resulting regulations could result in changes to our tax provisions and subject us to additional tax liabilities that could materially adversely affect our financial performance. We are subject to income, sales, use and other taxes in the United States and certain non- U. S. jurisdictions including Mexico and Canada. Changes in applicable U. S. federal, state, local or non- U. S. tax laws and regulations, including the Tax Cuts and Jobs Act (the " Tax Act ") **, Inflation Reduction Act,** and the Coronavirus Aid, Relief, and Economic Security Act (the " CARES Act "), or their interpretation and application, including the possibility of retroactive effect and changes to state tax laws that may occur in response to ~~the~~ **these enacted law changes** ~~Tax Act or the CARES Act~~, could affect our effective income tax rate. Further, tax proposals issued recently in the United States under the Biden administration have contained important amendments that could have a material impact on the overall tax position of U. S. taxpayers. The Organization for Economic Cooperation and Development (the " OECD "), has been working on a Base Erosion and Profit Shifting ~~Project~~ (" BEPS ") **project**, and issued a report in 2015, an interim report in 2018, and has issued additional guidelines and proposals that may change various aspects of the existing framework under which our tax obligations are determined in the countries in which we do business. While this project is in an advanced stage, we cannot predict what its outcome will be or what potential impact it may have on our tax obligations and operations. In July and October of 2021, the OECD / G- 20 Inclusive Framework on BEPS released statements outlining a political agreement on the general rules to be adopted for taxing the digital economy, specifically with respect to nexus and profit allocation (Pillar One) and rules for a global minimum tax (Pillar Two). ~~Further~~ **Additional guidance and** details regarding implementation of these rules **continues to be released and the rules** are expected to be finalized in the near future. **Any implementation of** ~~These~~ **these** rules ~~, should they be implemented~~ via domestic legislation of countries or via international treaties, could have a material impact on our effective tax rate or result in higher cash tax liabilities. There can be no assurance that our tax payments, tax credits, or incentives will not be adversely affected by these or other initiatives. Moreover, the final determination of any **potential** tax audits or related litigation could be materially different from our historical tax provisions and accruals **. The Company currently has open audits in Mexico and in several state and local jurisdictions**. Changes in our tax expense or an increase in our tax liabilities, whether due to changes in applicable laws and regulation, the interpretation or application thereof, or a final determination of tax audits or litigation, could materially adversely affect our financial performance. Our ability to use net operating loss carryforwards and other tax attributes may be limited in connection with the Business Combination or other ownership changes. Old Bowlero had incurred losses during its history. To the extent that we ~~continue to~~ generate taxable losses **or not enough taxable income**, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire, if at all. As of July ~~3~~ **2**, ~~2022~~ **2023**, ~~Old Bowlero~~ **the Company** had U. S. federal net operating loss carryforwards of approximately $ ~~460~~ **143**, ~~572~~ **277**. Under the Tax Act, as modified by the CARES Act, U. S. federal net operating loss carryforwards generated in taxable periods beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80 % of taxable income. **Some** ~~It is uncertain if and to what extent various~~ states ~~will~~ **have** ~~conform~~ **conformed** to the Tax Act or the CARES Act **, while others have not**. In addition, Old Bowlero' s net operating loss carryforwards are subject to review and possible adjustment by the Internal Revenue Service (" IRS "), and state tax authorities **including the treatment of the Combination as a reverse acquisition for income tax purposes**. Under Sections 382 and 383 of the Code, Bowlero' s federal net operating loss carryforwards and other tax attributes may become subject to an annual limitation in the event of certain cumulative changes in the ownership of Bowlero' s stock. An " ownership change " pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5 % of a company' s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three- year period. Our ability to utilize certain net operating loss carryforwards and other tax attributes to offset future taxable income or tax liabilities may be limited as a result of ownership changes, including potential changes in connection with the Business Combination or other transactions. Similar rules may apply under state tax laws. It is currently estimated that $ ~~276~~ **36**, ~~057~~ **745** of the Company' s NOLs are subject to limitation due to the changes in ownership that occurred in 2004 and 2017 ~~and~~ **. The Company expensed $ 208, 697 in the current fiscal year of tax losses** that **will** ~~$ 195, 900 of this amount may~~ expire unused ~~even if~~ **due to** ~~there~~ -- **the limitation caused by the 2004 ownership change** ~~is sufficient taxable income to absorb such NOLs~~. The Company **has concluded it** has not experienced an ownership change, as defined under Section 382 and 383, since July 2017. We ~~have~~ **previously** recorded a valuation allowance related to Old Bowlero' s net operating loss carryforwards and other deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets **. Much of these valuation allowances were released in fiscal 2023**. Failure of our internal control over financial reporting could harm our business and financial results. Our management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with generally accepted accounting principles in the United States. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. Any failure to maintain an effective system of internal control over financial reporting, including such a failure or inability to provide timely reporting about the effectiveness of their controls of our third- party service providers on whose controls we rely, could limit our ability to report our financial results accurately and timely or to detect and prevent fraud. Historically, Bowlero has had several material weaknesses and significant accounting deficiencies, which may occur again. A significant financial reporting failure or material weakness in internal control over financial reporting could result in substantial cost to remediate and could cause a loss of investor confidence and decline in the market price of our stock. See " Additional Risks Related to Ownership of Our Class A common stock — The obligations associated with being a public company ~~will~~ involve significant expenses and ~~will require~~ **requires** significant resources and management attention, which may divert from our business operations. " We **have in prior fiscal years** identified material weaknesses in our internal control over financial reporting. If we fail to remediate these material weaknesses, identify additional material weaknesses, or if we otherwise fail to establish and maintain effective internal control over financial reporting, our ability to accurately and timely report our financial results could be adversely affected. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. We did not design and maintain effective controls over certain financial reporting processes **in prior years**, including acquisition accounting, accounting for fixed assets, and certain financial reporting disclosures. Additionally, we did not design and maintain effective controls over system access controls to establish segregation of duties for those with roles and responsibilities for the general ledger. We **have** ~~continue to develop and implement a plan to remediate~~ **remediated** the material weaknesses ~~described above~~ **identified during the prior fiscal years**, which ~~will include~~ **included** additional training of existing staff, hiring additional staff with technical accounting skills and engaging third- party experts to assist in accounting for acquisitions and technical areas, as well as the development of more formal internal control processes and improving information technology controls over system access. **However** ~~As a public company~~, we **cannot guarantee that these steps** will be **sufficient nor that** ~~required to comply with the SEC' s rules implementing Sections 302 and 404 of the Sarbanes- Oxley Act, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of internal control over financial reporting. Though we will be required to disclose changes made in our internal control over financial reporting on a quarterly basis,~~ we will not ~~be required to make~~ **have material weaknesses in the future. These material weaknesses,** ~~our~~ - **or** ~~first annual assessment of~~ **difficulties encountered in implementing new** ~~our~~ - **or** ~~internal~~ **improved** ~~control~~ **controls** ~~over~~ **or remediation, could prevent us from accurately reporting our** financial **results, result in material misstatements in our financial statements or cause us to fail to meet our** reporting **obligations** ~~pursuant to Section 404 until the year following our first annual report required to be filed with the SEC~~. Our only significant assets are our ownership interests in our operating subsidiaries and such ownership may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our common stock or satisfy our other financial obligations. We have no direct operations and no significant assets other than our ownership of our operating subsidiaries. We depend on our operating subsidiaries for distributions, loans and other payments to generate the funds necessary to meet our financial obligations, including our expenses as a publicly traded company and to pay any dividends with respect to our common stock. The financial condition and operating requirements of our operating subsidiaries may limit our ability to obtain cash from such subsidiaries. The earnings from, or other available assets of, Bowlero may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our common stock or satisfy our other financial obligations. This lack of diversification may subject us to numerous economic, competitive and regulatory risks, any or all of which may have a substantial adverse impact upon us. The price of our Class A common stock may be volatile. The price of our Class A common stock may fluctuate due to a variety of factors, including: • developments involving our competitors; • changes in laws and regulations affecting our business; • variations in our operating performance and the performance of our competitors in general; • actual or anticipated fluctuations in our quarterly or annual operating results; • publication of research reports by securities analysts about us or our competitors or our industry; • the public' s reaction to our press releases, our other public announcements and our filings with the SEC; • actions by stockholders, including the sale by them of any of their securities; • additions and departures of key personnel; • commencement of, or involvement in, litigation involving the Company; • changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; • the volume of shares of our Class A common stock available for public sale; and • general economic and political conditions, such as the effects of the COVID- 19 pandemic, supply chain issues, inflation, recessions, interest rates, local and national elections, fuel prices, international currency fluctuations, corruption, political instability and acts of war or terrorism. These market and industry factors may materially reduce the market price of our Class A common stock regardless of our operating performance. We ~~do not intend to pay~~ **have discretion over payment of any** cash dividends ~~for the foreseeable future. We currently intend to retain our future earnings, if any, to finance the further development and expansion of our business and do not intend to pay cash dividends in the foreseeable future~~. Any ~~future~~ determination to pay dividends **on our common stock** is at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, restrictions contained in future agreements and financing instruments, business prospects and such other factors as our board of directors deems relevant ~~. If analysts do not publish research about our business or if they publish inaccurate or unfavorable research, our stock price and trading volume could decline. The trading market for our Class A common stock will depend in part on the research and reports that analysts publish about our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our common stock or publish inaccurate or unfavorable research about our business, the price of our Class A common stock could decline. If few analysts cover us, the~~

~~demand for our Class A common stock could decrease and its price and trading volume may decline. Similar results may occur if one or more of these analysts stop covering us in the future or fail to publish reports on us regularly~~ . We may be subject to securities litigation, which is expensive and could divert management attention. The market price of our Class A common stock may be volatile and, in the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation **now or** in the future. Securities litigation against us could result in substantial costs and divert management' s attention from other business concerns, which could seriously harm our business. Future resales of our Class A common stock may cause the market price of our securities to drop significantly, even if our business is performing well As of ~~September 9~~ **August 30** , ~~2022~~ **2023** ~~, Isos Acquisition Sponsor LLC (the " Sponsor "), LionTree Partners LLC (" LionTree ")~~ , A- B Parent LLC (" Atairos ") and Cobalt Recreation LLC **(" Cobalt ")** , which is indirectly owned by Mr. Shannon ~~(" TS ")~~ **, our Chairman, Founder and Chief Executive Officer,** collectively beneficially own **approximately 92** ~~more than 80~~ % of the outstanding shares of Bowlero' s common stock (which includes both Class A common stock and Class B common stock). **None of** ~~Although the Sponsor and LionTree are subject to a contractual lock- up with respect to the shares held by them that will expire on December 15, 2022, neither~~ Atairos ~~nor~~ **or** ~~TS~~ **Cobalt** are subject to any lock- ups and are not restricted from selling shares of Bowlero' s common stock held by them, other than by applicable securities laws. We have also registered shares held by the ~~Sponsor, LionTree,~~ Atairos and ~~TS~~ **Cobalt** for sale under various registration statements and such registration statements remain available for use. As such, sales of a substantial number of shares of Bowlero' s common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of Class A common stock. ~~Compliance~~ **The** obligations ~~under~~ **associated with being a public company involve significant expenses and require significant resources and management attention, which may be diverted from our business operations. As a public company, we are subject to** the **reporting requirements of the Securities Exchange Act of 1934, as amended (the " Exchange Act ") and the Sarbanes- Oxley Act. The Exchange Act requires the filing of annual, quarterly and current reports with respect to a public company' s business and financial condition. The** Sarbanes- Oxley Act requires **, among other things, that** ~~substantial financial and management resources. The standards required for~~ a public company **establish** ~~under Section 404 of the Sarbanes- Oxley Act are significantly more stringent than those that were required of Old Bowlero as a privately held company~~ and **maintain effective internal control over** ~~our compliance obligations will require substantial~~ financial ~~and management resources. Management may not be able to effectively and timely implement controls and procedures that adequately respond to the increased regulatory compliance and~~ reporting ~~requirements that are applicable to us~~ . ~~If we are not able to implement the requirements of Section 404, including any additional~~ **Additionally** ~~requirements~~ **,** once we are no longer an emerging growth company, ~~in a timely manner or with adequate compliance, we may not be able to assess whether our internal controls over financial reporting are effective, which may subject us to adverse regulatory consequences and could harm investor confidence and the market price of our Class A common stock. Additionally, once we are no longer an emerging growth company,~~ we will be required to comply with the independent registered public accounting firm attestation requirement on our internal control over financial reporting. ~~The obligations associated with being a public company involve significant expenses and require significant resources and management attention, which may be diverted from our business operations. As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the " Exchange Act ") and the Sarbanes- Oxley Act. The Exchange Act requires the filing of annual, quarterly and current reports with respect to a public company' s business and financial condition. The Sarbanes- Oxley Act requires, among other things, that a public company establish and maintain effective internal control over financial reporting.~~ As a result, we have and will continue to incur significant legal, accounting and other expenses ~~that we did not previously incur~~ due to implementation **and maintenance** of internal controls over financial reporting as a public company and to remediate **any** significant deficiencies and material weaknesses in internal controls over financial reporting. Our management team and many of our other employees have devoted and will continue to need to devote substantial time to compliance ~~, and may not effectively or efficiently manage our transition into a public company. These rules and regulations have resulted and will continue to result in our incurring substantial legal and financial compliance costs and will make some activities more time- consuming and costly. For example, these rules and regulations will likely continue to make it more difficult and more expensive for us to obtain or maintain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be difficult for us to attract and retain qualified people to serve on our board of directors, our board committees or as executive officers~~ . We are currently an emerging growth company within the meaning of the Securities Act, and to the extent we have taken advantage of certain exemptions from disclosure requirements available to emerging growth companies, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. We are currently an " emerging growth company " within the meaning of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, (the " JOBS Act ") and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. As a result, our shareholders may not have access to certain information they may deem important. We cannot predict whether investors will find our securities less attractive because we will rely on these exemptions. If some investors find our securities less attractive as a result of our reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of our securities may be more volatile. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accountant standards used. ~~If~~ **When** we cease to be an emerging growth company, we will no longer be able to take advantage of certain exemptions from reporting, and, absent other exemptions or relief available from the SEC, we will also be required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act. We will incur additional expenses in connection with such compliance and our management will need to devote additional time and effort to implement and comply with such requirements. Delaware law and our organization documents contain certain provisions, including anti- takeover provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable. Our organizational documents and the Delaware General Corporation Law (the " DGCL ") contain provisions that could have the effect of rendering more difficult, delaying, or preventing an acquisition that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our Class A common stock, and therefore depress the trading price of the Class A common stock. These provisions could also make it difficult for stockholders to take certain actions, including electing directors who are not nominated by the current members of our board of directors or taking other corporate actions, including effecting changes in our management. Any issuance by us of preferred stock could delay or prevent a change in control of us. Our board of directors has the authority to cause us to issue, without any further vote or action by the stockholders, shares of preferred stock in one or more series, to designate the number of shares constituting any series, and to fix the rights, preferences, privileges, and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices, and liquidation preferences of such series. The issuance of shares of our preferred stock may have the effect of delaying, deferring, or preventing a change in control without further action by the stockholders, even where stockholders are offered a premium for their shares. In addition, as long as Atairos and Mr. Shannon beneficially own at least a majority of the voting power of our outstanding common stock, Atairos and Mr. Shannon will be able to control all matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation and certain corporate transactions. Together, these certificate of incorporation, bylaw and statutory provisions could make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our common stock. Furthermore, the existence of the foregoing provisions, as well as the significant common stock beneficially owned by Atairos and Mr. Shannon could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers, thereby reducing the likelihood that our stockholders could receive a premium for their common stock in an acquisition. Our certificate of incorporation contains a provision renouncing our interest and expectancy in certain corporate opportunities. Under our certificate of incorporation, none of Atairos or any affiliates of Atairos, or any of their respective officers, directors, agents, stockholders, members or partners, has any duty to refrain from engaging, directly or indirectly, in the same business activities, similar business activities, or lines of business in which we operate. In addition, our certificate of incorporation provides that, to the fullest extent permitted by law, no officer or director of ours who is also an officer, director, employee, managing director or other affiliate of Atairos will be liable to us or our stockholders for breach of any fiduciary duty by reason of the fact that any such individual directs a corporate opportunity to Atairos, instead of us, or does not communicate information regarding a corporate opportunity to us that the officer, director, employee, managing director, or other affiliate has directed to Atairos. These potential conflicts of interest could have a material adverse effect on our business, financial condition, results of operations, or prospects if attractive corporate opportunities are allocated by Atairos to itself or its affiliates instead of to us. Our certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our certificate of incorporation provides that, unless Bowlero otherwise consents in writing, the Court of Chancery (the " Chancery Court ") of the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, another court of the State of Delaware or, if no court of the State of Delaware has jurisdiction, then the United States District Court for the District of Delaware) will be the sole and exclusive forum for resolution of (a) any derivative action or proceeding brought on behalf of Bowlero, (b) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee, agent or stockholder of Bowlero to Bowlero or any of the Bowlero' s stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, the certificate of incorporation or the bylaws or (d) any action asserting a claim governed by the " internal affairs doctrine. " Notwithstanding the foregoing, the federal district courts of the United States will be the exclusive forum for the resolution of any claims arising under the Securities Act, the Exchange Act, or any other claim for which the federal courts have exclusive jurisdiction. We recognize that the forum selection clause in our certificate of incorporation may impose additional litigation costs on stockholders in pursuing any such claims, particularly if the stockholders do not reside in or near the State of Delaware. Additionally, the forum selection clause in our certificate of incorporation may limit our stockholders' ability to bring a claim in a forum that they find favorable for disputes with us or our directors, officers or employees, which may discourage such lawsuits against us and our directors, officers and employees even though an action, if successful, might benefit our stockholders. The Court of Chancery of the State of Delaware may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more or less favorable to us than our stockholders. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and, to the fullest extent permitted by law, to have consented to the provisions of our certificate of incorporation described above. The 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 us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. However, the enforceability of similar forum provisions (including exclusive federal forum provisions for actions, suits or proceedings asserting a cause of action arising under the Securities Act) in other companies' organizational documents has been challenged in legal proceedings and there is uncertainty as to whether courts would enforce the exclusive forum provisions in our certificate of incorporation. If a court were to find the choice of forum provision contained in our 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 materially adversely affect our business, financial condition and results of operations. We cannot predict the impact that our dual class structure may have on the stock price of our Class A common stock. We cannot predict whether our dual class structure will result in a lower or more volatile market price of our Class A common stock or in adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multiple- class share structures in certain of their indexes. In July 2017, FTSE Russell and S & P Dow Jones announced that they would cease to allow most newly public companies utilizing dual or multi- class capital structures to be included in their indices. Affected indices include the Russell 2000 and the S & P 500, S & P MidCap 400 and S & P SmallCap 600, which together make up the S & P Composite 1500. Beginning in 2017, MSCI, a leading stock index provider, opened public consultations on its treatment of no- vote and multi- class structures and temporarily barred new multi- class listings from certain of its indices; however, in October 2018, MSCI announced its decision to include equity securities " with unequal voting structures " in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria. Under the announced policies, our dual class capital structure would make us ineligible for inclusion in certain indices, and as a result, mutual funds, exchange- traded funds and other investment vehicles that attempt to passively track those indices will not be investing in our stock. These policies are still fairly new and it is as of yet unclear what effect, if any, they will have on the valuations of publicly traded companies excluded from the indices, but it is possible that they may depress these valuations compared to those of other similar companies that are included. Because of our dual class structure, we will likely be excluded from certain of these indexes and we cannot assure you that other stock indexes will not take similar actions. Given the sustained flow of investment funds into passive strategies that seek to track certain indexes, exclusion from stock indexes would likely preclude investment by many of these funds and could make shares of our Class A common stock less attractive to other investors. As a result, the market price of shares of our Class A common stock could be adversely affected. The dual class structure of our common stock, as well as board designation rights of Mr. Shannon and Atairos and consent rights of Atairos have the effect of concentrating voting power with Mr. Shannon and Atairos, which limit an investor' s ability to influence the outcome of important transactions, including a change in control. Shares of Class B common stock have 10 votes per share, while shares of Class A common stock have one vote per share. Mr. Shannon holds all of the issued and outstanding shares of Class B common stock. Accordingly, Mr. Shannon, directly or indirectly, holds over 80 % of the voting power of our capital stock and is able to control matters submitted to our stockholders for approval, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transactions **, despite holding only approximately 38 % of the total shares of Bowlero' s common stock** . So long as at least **approximately** 18 ~~.1~~ % of the outstanding of shares of our Class B common stock remain outstanding, the holders of Class B common stock will be able to control the outcome of matters submitted to a stockholder vote requiring a majority vote. In addition, pursuant to the Stockholders Agreement (as defined below), Mr. Shannon and Atairos have board designation rights and Atairos also has certain consent rights as described below. Mr. Shannon and Atairos may have interests that differ from our stockholders and may vote in a way with which our stockholders disagree and which may be adverse to our stockholders' interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of Bowlero, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of Bowlero, and might ultimately affect the market price of shares of our Class A common stock. Bowlero' s founder and Chief Executive Officer ~~controls a significant percentage of our voting power and is able to exert significant control over the direction of our business. Thomas F. Shannon, our Chairman, Founder and Chief Executive Officer, holds shares of Class B common stock that entitle him to 10 votes per share of Class B common stock, which provides him with approximately 83. 5 % of the voting power of Bowlero despite holding only 33. 6 % of the total shares of Bowlero' s common stock. Accordingly, for so long as Mr. Shannon continues to control a significant percentage of the voting power of Bowlero, he will be able to significantly influence the composition of our board of directors and management and the approval of actions requiring stockholder approval. The concentration of ownership could also deprive our stockholders of an opportunity to receive a premium for their shares of Class A common stock as part of a sale and ultimately might affect the market price of Class A common stock. Bowlero' s founder and Chief Executive Officer~~ and Atairos have certain board nomination rights that enable them to exercise substantial control over all corporate actions, which could limit your ability to influence the outcome of matters submitted to stockholders for a vote. We have entered into a stockholders agreement with Atairos and ~~TS~~ **Cobalt** (the " Stockholders Agreement "), which Mr. Shannon controls, pursuant to which each of Atairos and ~~TS~~ **Cobalt** has the right to designate nominees for election to our board of directors at any meeting of our stockholders. The number of nominees that each of Atairos and ~~TS~~ **Cobalt** are entitled to nominate is dependent on their respective beneficial ownership of the Class A common stock and the Class B common stock. For so long as Atairos and its affiliates own (i) 15 % or more of the combined Class A common stock and the Class B common stock, Atairos will be entitled to designate three directors to our board of directors and (ii) less than 15 % but at least 5 %, Atairos will be entitled to designate one director to our board of directors. For so long as ~~TS~~ **Cobalt** and its affiliates own (i) 15 % or more of the combined Class A common stock and the Class B common stock, ~~TS~~ **Cobalt** will be entitled to designate three directors to our board of directors and (ii) less than 15 % but at least 5 %, ~~TS~~ **Cobalt** will be entitled to designate one director to our board of directors. In addition, the Stockholders Agreement grants Atairos special governance rights for so long as Atairos and its affiliates collectively maintain beneficial ownership of at least 15 % of the combined Class A common stock and Class B common stock, including, but not limited to, rights of approval over certain strategic transactions such as mergers or other similar transactions in significance that is above 15 % of the total enterprise value of Bowlero, joint ventures involving investment or contribution in excess of 15 % of the total enterprise value of Bowlero, incurring indebtedness above a certain threshold, increasing the size of the board of directors, and issuing capital stock representing more than 15 % of the outstanding common stock or creating a capital stock that is senior to the common stock. Accordingly, for so long as Atairos and Mr. Shannon continue to control a significant percentage of the voting power of Bowlero, they will be able to significantly influence the composition of our board of directors and management and the approval of actions requiring stockholder approval. The concentration of ownership could also deprive our stockholders of an opportunity to receive a premium for their shares of Class A common stock as part of a sale of Bowlero and ultimately might affect the market price of Class A common stock. We are a " controlled company " within the meaning of the rules of the New York Stock Exchange (" NYSE "). As a result, we qualify for exemptions from certain corporate governance requirements that would otherwise provide protection to stockholders of other companies. **Mr** ~~Thomas F~~. Shannon ~~, our founder, Chief Executive Officer and director~~, controls a majority of the voting power of Bowlero. As a result, Bowlero is a " controlled company " within the meaning of the corporate governance standards of the NYSE. Under these rules, a company of which more than 50 % of the voting power is held by an individual, group or another company is a " controlled company " and may elect not to comply with certain corporate governance requirements, including the requirements that: • a majority of our board of directors consist of " independent directors " as defined under the rules of the NYSE; • we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; • we have a nominating and corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; and • an annual performance evaluation of the compensation and nominating and corporate governance committees be conducted. We currently do not and do not intend to utilize any of these exemptions. However, we will be able to utilize any of these exemptions in the future at our discretion for so long as Bowlero is a " controlled company. " Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.