Risk Factors Comparison 2024-03-14 to 2023-03-01 Form: 10-K

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In the course of conducting our business operations, we are exposed to a variety of risks, any of which have affected or could materially adversely affect our business, financial condition, and results of operations. The market price of our common stock could decline, possibly significantly and permanently, if one or more of these risks and uncertainties occurs. Any factor described in this report or in any of our other SEC filings could by itself, or together with other factors, adversely affect our financial condition and results of operations. Risks Related to Our Business and Industry We have incurred net losses in the past, and we may not be able to achieve or maintain profitability. We have incurred ~~Net~~ **net** losses of $ ~~338~~ **213** . ~~8~~ **4** million **, $ 339. 6 million,** and $ 587. 8 ~~million, and $ 136. 4~~ million for the years ended December 31, **2023,** 2022, **and** 2021, ~~and 2020,~~ respectively. Our ~~Accumulated~~ **accumulated** deficits were approximately $ ~~1~~ **2** , ~~955~~ **159** . ~~6~~ **8** million and $ 1, ~~616~~ **946** . ~~7~~ **4** million at December 31, **2023 and** 2022 ~~and 2021~~ . We expect our **net** losses will continue as we expect to invest significant additional funds towards growing our business. In particular, we expect to continue to invest in improving Clover Assistant and our technology infrastructure, developing our clinical care programs, increasing adoption of Clover Assistant platform, expanding our marketing and outreach efforts, expanding our operations geographically, and developing future offerings that improve care and supplement our revenue streams. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently to offset these expenses. Even if we are successful in increasing our Total revenues from Insurance premiums earned ~~and Non- Insurance revenues~~ , we may not successfully and effectively predict, price, and manage the medical costs ~~relating to those revenue streams~~ . Furthermore, even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Our cash flow from operations was negative for the years ended December 31, **2023,** 2022, **and** 2021 ~~, and 2020~~ , and we may not generate positive cash flow from operations in any given period. If we are not able to achieve or maintain profitability or positive cash flow, we will require additional financing, which may not be available on favorable terms, or at all, and which could be dilutive to our stockholders. See" — We may require additional capital to support business growth, and this capital might not be available on acceptable terms, or at all." If we are unable to successfully address these risks and challenges as we encounter them, our business may be harmed, which could negatively affect the value of our common stock. We have relatively limited experience with Clover Assistant, and initial results may not be indicative of future performance. Since launching Clover Assistant in 2018, we have continued to develop its features and capabilities, adapt our go- to- market strategy and adjust its integration with our MA plans ~~, our Direct Contracting / ACO REACH business,~~ and third- party systems. As a result, we may not fully understand the impact of Clover Assistant on our business and long- term prospects. Our long- term success depends on maintaining and continuing to improve Clover Assistant and the margins we generate from its operations over time in the markets we serve. There can be no assurance that these effects will improve or persist over time in our current markets or that we can replicate these results as we expand into new markets. **We will incur costs** ~~If we are unable to drive and maintain significant reductions~~ in **connection with** ~~MCR for our members or~~ **our** ~~net medical claims incurred~~ **exit from the ACO REACH Program and may not achieve the expected benefits from our exit. On December 1, 2023, we notified CMS that we will no longer participate** as a ~~percentage~~ **REACH ACO in the CMS ACO Reach Program, effective as** of **the end of the 2023 performance year. Our exit from the ACO REACH Program was made after the Company determined that it was in its best interest to fully exit the ACO REACH Program, and follows the Company' s November 2022 announcement of a strategic reduction in the number of ACO REACH participating physicians in 2023.** Non- Insurance ~~Revenue~~ **revenue** ~~(Non- Insurance Margin)~~ for **the years ended December 31, 2023 and 2022 was $ 773. 2 million and $ 2, 380. 1 million, respectively. Our business, financial condition, and results of operations may be adversely impacted as a result of the loss of this revenue. We have incurred and expect to incur a number of costs associated with** our **exit from the** ACO REACH ~~Beneficiaries~~ **Program. We expect** to ~~support our business model, it would have a material and adverse effect on our~~ **incur total charges related to the exit from the ACO REACH Program of approximately $ 8 million to $ 10 million. Our** business, financial condition, and results of ~~operation~~ **operations** ~~. Our Non- Insurance business and continued participation in the Medicare fee- for- service market presents unique risks to our business. In April 2021, we expanded our Non- Insurance business into CMS' DC Model enabling us to target a larger market opportunity, the Medicare fee- for- service (" FFS") market, which is the largest segment of Medicare. On February 24, 2022, CMS announced, among other things, that the DC Model would~~ **could** be **adversely impacted** ~~transitioned to a new model called the ACO REACH Model starting January 1, 2023. Our Non- Insurance business remains~~ in **future periods if our expectations** ~~the relatively early stages of development~~ , **accounting judgments** and **estimates prove** ~~we are subject~~ to **be inaccurate** ~~the risks inherent to the launch of any new business~~ , ~~including~~ **if** the ~~risks~~ **exit takes significantly longer** ~~that~~ **than anticipated, if** we ~~may~~ **incur additional, unanticipated costs, if we do** not ~~generate sufficient returns to justify our investment and that it may take longer or be more costly to~~ achieve the expected benefits **and savings** ~~from this new program. In connection with our~~ - **or if** ~~expansion into the FFS market,~~ we ~~have been enhancing and iterating the functionality of Clover Assistant as well as developing relationships with providers, and we may~~ face **litigation related** ~~new risks and difficulties, many of which we may not be able~~ to ~~predict or foresee. Also, because~~ the **exit** ~~ACO REACH Model is a new model designed by CMS' Center for Medicare & Medicaid Innovation (" CMMI"), CMMI is constantly evaluating the program and may revise the applicable rules and design at any time, and such changes may have a significant impact on our ability to carry out our business. For example, certain CMMI model methodologies, including but not limited to, allowed provider classes, beneficiary alignment, benchmark establishment, and risk score modeling, are subject to continued evaluation and could~~

~~materially impact profitability. Similarly, while the ACO REACH Model is expected to run through December 31, 2026, CMMI can determine to terminate the program at any time, and in some cases may be required to do so. Program termination could reduce the return on our investments and negatively impact our business, financial condition, and results of operations~~ . Our future performance depends in part on increasing the lifetime value of enrollments, which are realized over several years, and utilizing our clinical care capabilities to improve the quality of care for our beneficiaries. Any failure to do so could negatively affect our financial condition and results of operations, including our ability to achieve or increase profitability. The lifetime value of our enrollments could be impacted by a variety of factors, including but not limited to cost of care reductions from our clinical programs and the length of time a member remains enrolled in our plan ~~or a Non- Insurance Beneficiary remains aligned to our ACO~~ . Thus, our future performance is heavily dependent on our ability to utilize Clover Assistant to drive down the medical care ratios for our beneficiaries. By doing so, we aim to drive per member per month (" PMPM") medical expense savings and generate more accurate risk adjustment data over time. If we fail to achieve such decreases in cost of care, our business, financial condition, and results of operations will be adversely affected. See the section entitled" — If we fail to estimate, price for and manage medical expenses in an effective manner, the profitability of our Insurance and Non- Insurance businesses could decline, which could materially and adversely affect our results of operations, financial condition, and cash flows." Our future performance also depends on utilizing our clinical care capabilities to improve the quality of care for our members so that they remain members. If we are unable to retain our members ~~and Non- Insurance Beneficiaries~~ , our ability to realize the returns on our investments in the Clover Assistant platform could be negatively affected. For example, since returning members tend to have lower MCR than do new members, rapid membership growth or other shifts in the mix of new and returning members could adversely affect our MCR in the near- term and lead to greater losses. Similarly, any investment we make in early identification and treatment of disease and preventative treatment to reduce healthcare costs that would be incurred in the future might not be realized if those members choose not to enroll with us in future years. Likewise, because any conditions identified and treated in a given year do not impact risk scores until the following plan year, if our members do not re- enroll in subsequent enrollment periods, we would not be compensated for the additional treatment of conditions that we otherwise would have been entitled to the following year. Accordingly, if we are unable to retain our members and realize a significant lifetime value for our enrollments in line with our projections, we may not be able to generate sufficient revenues to offset our losses and expenses, which would adversely affect our business, financial condition, and results of operations and our ability to achieve or increase profitability. ~~While we are only in our third performance year under the ACO REACH Model, formerly the DC Model, we believe that similar to our members, returning Non- Insurance Beneficiaries could also tend to have a lower Non- Insurance Margin than do the average Non- Insurance Beneficiaries who are newly aligned to our ACO, due in part to consistent adoption of the ACO' s strategies by participant providers through the demonstration period. Rapid growth in Non- Insurance Beneficiaries or other shifts in the mix of net and returning Non- Insurance Beneficiaries could adversely affect our Non- Insurance Margin in the near- term and lead to greater losses.~~ If adoption and use of Clover Assistant is lower than we expect, our growth may slow or stall. We may experience a decline in our Lives under Clover Management, and our results of operations could be adversely affected. An important part of our growth strategy is to increase adoption and use of Clover Assistant, including by providers who also use EHR systems. We have directed, and intend to continue to direct, a significant portion of our financial and operating resources toward developing Clover Assistant platform and expanding its usage. There can be no assurance that adoption of Clover Assistant will continue to grow, or that rates of use will be maintained or increase. A number of factors could potentially negatively affect provider adoption and use of Clover Assistant, including but not limited to: • difficulties convincing providers of the value, benefits, and usefulness of Clover Assistant **, and continued physician participation in the Clover Assistant program** , particularly in markets where we have fewer beneficiaries; • our failure to integrate with EHR systems; • our failure to attract, effectively train and retain effective sales and marketing personnel; • our failure to develop or expand relationships with strategic partners; • our failure to capitalize on co- branding opportunities; • delays in implementation of CMS interoperability requirements; • difficulties in scheduling meetings with providers, and providing demonstrations and trainings related to Clover Assistant; • our failure to compete effectively against alternative products or services, including overcoming perceptions that existing systems, including EHR systems, are similar and adequate, or that Clover Assistant will increase administrative burdens; • technical or other problems impacting availability or reliability of the platform, including limited broadband access in certain rural areas; • difficulties for members and ~~ACO~~ **Non- Insurance** Beneficiaries in accessing their Providers and a corresponding decrease in the number of primary care visits; • privacy and communication, safety, security or other similar concerns; • adverse changes in our platform that are mandated by, or that we elect to make, to address legislation, regulatory authorities or litigation; • poor user experiences; and • the lack of brand recognition. In addition, if we are unable to enroll a sufficient number of patients of a particular physician or provider group in our MA plans, we may have difficulty motivating such physician or provider group to utilize Clover Assistant, which is not available for use with non- Clover members. Furthermore, if we are unable to address the needs of providers using Clover Assistant, if providers are dissatisfied with Clover Assistant, or if new alternative solutions effectively compete with us, providers may decline to use Clover Assistant. If Clover Assistant is not adopted as quickly as we anticipate in the markets in which we operate, we may be unable to collect and provide valuable actionable data to providers treating our beneficiaries in such markets, which could prevent us from driving significant reductions in MCR for our beneficiaries in such markets. **Additionally, the reduction in ACO REACH Beneficiaries following our exit from the ACO REACH Program may affect our ability to realize the returns on our investments in the Clover Assistant platform because we will have less beneficiary data to generate provider- focused machine learning, artificial intelligence, and rules- based insights.** This would in turn curtail our ability to offer competitively priced MA Plans and realize shared savings against the Non- Insurance benchmark in such markets. Any such events could result in higher medical expenses and reduced cash flows. As a result, if we are unsuccessful in our efforts to drive adoption of Clover Assistant, our business, results of operations, and financial condition

could be harmed. Our ability to attract new users and retain existing users of Clover Assistant also depends in large part on our ability to continually enhance and improve its features, integrations, and capabilities to continue to provide a useful tool for providers. Accordingly, we must continue investing resources in improving and enhancing Clover Assistant. The success of any enhancement to Clover Assistant will depend on several factors, including timely completion and delivery, adequate quality testing, integration with existing technologies, adequate training of and messaging to providers, and overall market acceptance for those or other reasons. Any new features, integrations, and capabilities that we develop may not be introduced in a timely or cost- effective manner, may contain errors, failures, vulnerabilities, or bugs, or may not achieve market acceptance. Through our MA plans, we assume the risk of both the cost of medical services for our members, or medical expenses, and administrative costs for our members in return for monthly premiums, which we are paid by the CMS on a per member basis. The Patient Protection and Affordable Care Act (" ACA") requires that we spend at least 85 % of those premiums on healthcare services, covered benefits, and quality improvement efforts, and we generally use at least 85 % of our premium revenues to pay for these costs. Our ability to enhance the profitability of our Insurance and Non- Insurance businesses depends in significant part on our ability to predict, price, and effectively manage medical costs, which are affected by utilization rates, the cost of service and the type of service rendered. Through our **former** Non- Insurance business, we ~~assume~~ **assumed** full risk (i. e., 100 % shared savings and shared losses) for the total cost of care of Non- Insurance Beneficiaries, with the exception of certain CMS risk mitigation mechanisms (i. e., the optional stop- loss program and the mandatory risk corridor program). ~~Our~~ **On December 1, 2023, we notified CMS of our decision to exit the** ACO **Reach Program** ~~'s expenditures on covered items and services (Medicare Parts A and B) for our Non- Insurance Beneficiaries and capitation paid to the ACO during a performance year are compared to a target amount of Medicare expenditures on those covered items and services (Performance Year Benchmark) , and as such, managing those covered items and services in an~~ **and** ~~effective manner~~ **our final settlement with respect to 2023 participation in that program** is **anticipated** ~~directly related~~ to ~~our~~ **occur** ~~financial impact. Further, as part of the ACO REACH Model, the Performance Year Benchmark is scheduled to be lowered by CMS on a gradual scale, starting at a 2 % discount~~ in **the second half of** ~~2021~~ **2024** ~~and increasing to 3. 5 % by 2026. Due to this increasing discount, one of the primary mechanisms to mitigate the financial impact of this adjustment will be for the ACO to continually improve its medical expense management over the demonstration period~~ . Two key factors in our ability to manage medical expenses are the adoption of Clover Assistant by the providers who treat our members and Non- Insurance Beneficiaries (collectively, the" Providers") and enrollment in our clinical care programs, including our in- home primary care program (" Clover Home Care"), by our most at- risk members ~~and Non- Insurance Beneficiaries~~ . By driving adoption of Clover Assistant by our Providers, we seek to promote the provision of high- quality medical care driven by real- time, personalized and actionable insights to healthcare providers. If we fail to drive adoption of Clover Assistant by our Providers or fail to accurately identify beneficiaries at high risk for near- term hospitalization for our complex care management program, we could fail to drive significant reductions in MCR for our members ~~and Non- Insurance Margin for our Non- Insurance Beneficiaries~~ , which would have a material and adverse effect on our business, financial condition, and results of operation. Our premiums under MA plans are based on bids submitted to CMS in June the year before the contract year. Although we base our MA plan bids on our estimates of future medical costs over the fixed contract period, many factors may cause actual costs to exceed the costs estimated and reflected in premiums or bids. These factors may include medical cost inflation; increased use of services; increased cost of individual services; large- scale medical emergencies ~~(such as the COVID- 19 pandemic)~~ ; the introduction of new or costly drugs, treatments and technology; new treatment guidelines; new mandated benefits (such as the expansion of essential benefits coverage) or other regulatory changes; and insured population characteristics. While we believe Clover Assistant may enable us to make better predictions regarding future medical costs, there can be no assurance that better predictions will be made or that we would be able to realize the benefits of those predictions. Our ~~ACO REACH Performance Year Benchmark, which is a target amount of Medicare expenditures against which the ACO' s performance year expenditures are compared to measure shared savings or losses with CMS, is a product of a number of variables, many of which are difficult to estimate at the beginning of the performance year. While we believe our estimate of the Performance Year Benchmark will become more accurate through the performance year as claims are incurred, our exact Performance Year Benchmark will not be known until final reconciliation with CMS. These variables include, but are not limited to, claims trends, beneficiary risk scores, and the mix of claims aligned vs. voluntarily aligned beneficiaries. If the final Performance Year Benchmark is less than anticipated, the profitability of our Non- Insurance business will suffer. Our~~ MA and Medicare Part D plans are also subject to risks associated with increased medical or pharmaceutical costs. Business models for market participants involved in the financing and supply of pharmaceutical products rely on certain benchmarks and practices (e. g., pricing based on Average Wholesale Price, or the use of Maximum Allowable Cost lists). It is uncertain how these business models will evolve and whether other pricing benchmarks will be introduced and widely adopted. Legislation may also lead to changes in the pricing for the Medicare Advantage program. While we believe we have adequately reviewed our assumptions and estimates regarding these complex and wide- ranging programs under Medicare Advantage and Medicare Part D, including those related to collectability of receivables and establishment of liabilities, actual results may be materially different from our assumptions and estimates and could have a material adverse effect on our business, financial condition, and results of operations. CMS' risk adjustment payment system makes our revenues and profitability difficult to predict and could result in material retroactive adjustments to our results of operations. CMS has implemented a risk adjustment payment system for Medicare health plans to improve the accuracy of payments and establish appropriate compensation for Medicare plans that enroll and treat less healthy Medicare beneficiaries. CMS' risk adjustment model bases a portion of the total CMS reimbursement payments on various clinical and demographic factors, including hospital inpatient diagnoses, diagnosis data from hospital outpatient facilities and provider visits, gender, age, and Medicaid eligibility. CMS requires that all managed care companies capture, collect, and report the necessary diagnosis code information to CMS, which information is subject to review and audit for accuracy by CMS. Although we have an auditing and monitoring process in place

to collect and provide accurate risk adjustment data to CMS for these purposes, that program may not be sufficient to ensure accuracy, and additional investment and testing will be required to enhance and expand it. Therefore, there is a possibility that our risk adjustment data collection efforts and data submitted to CMS might have been or will be inadequate. If the risk adjustment data incorrectly overstates the health risk of our members, we might be required to return to CMS overpayments and / or be subject to penalties or sanctions; conversely, if the data incorrectly understates the health risk of our members, we might be underpaid for the care that we must provide to our members. Either of those situations could harm our reputation and have a negative impact on our results of operations and financial condition. This risk could be exacerbated by changes recently announced by CMS pertaining to certain of its audits of Medicare Advantage plans that will allow it to extrapolate audit findings to calculate contract- level overpayments that plans may be required to return to the government. These and related changes could increase the potential exposure that plans, such as ours, face from such audits. CMS may also change the way that it measures risk or adjust risk scores, and the potential impact on any such changes on our business is difficult to predict. Indeed, CMS proposed changes to its risk adjustment methodology in the recently released Advance Notice of Methodological Changes for Calendar Year 2024 for Medicare Advantage Capitation Rates and Part C and Part D Payment Policies. We are in the process of fully evaluating these proposed changes which, if they are effected, could have a material adverse effect on our results of operations, financial condition, or cash flows. CMS makes premium payments to MA plans based on approved bids, which are risk- adjusted to account for members' known demographic and health status information. As prescribed by CMS, the premium is retroactively adjusted on two separate occasions to account for shifts in the diagnosis collection periods. We calculate estimates for these retroactive payment adjustments on a monthly basis. In addition, from time to time, CMS makes changes to the way it calculates risk adjustment payments, which may impact our revenues. For example, CMS is phasing- in the process of calculating risk scores using diagnosis data from the Risk Adjustment Processing System (" RAPS") to diagnosis data from the Encounter Data System (" EDS"). The RAPS process requires MA plans to apply a filter based on CMS guidelines and only submit diagnoses that satisfy those guidelines. For submissions through EDS, CMS requires MA plans to submit all the encounter data, and CMS will apply the risk adjustment filtering to determine the risk scores. In payment year 2020, 50 % of the risk score was calculated from data submitted through RAPS and 50 % from data submitted through EDS. CMS gradually increased the EDS percentage to 75 % of the risk score for payment 2021 and ultimately transitioned to 100 % EDS data for payment year 2022. The transition from RAPS to EDS could result in different risk scores from each dataset as a result of plan processing issues, CMS processing issues, or filtering differences between RAPS and EDS, and any reduction in risk adjustments for our members could have a material adverse effect on our results of operations, financial condition, or cash flows. Historically, we have financed our operations and capital expenditures principally from the sale of our equity securities, MA premiums earned, Non- Insurance revenue, and the incurrence of indebtedness. In the future, we may be required to raise additional capital through additional debt or equity financings to support our business growth, to respond to business opportunities, challenges, or unforeseen circumstances, or for other reasons. On an ongoing basis, we are evaluating sources of financing and may raise additional capital in the future. Our ability to obtain additional capital will depend on our development efforts, business plans, investor demand, operating performance, the condition of the credit markets and capital markets, and other volatility or disruptions impacting financial markets, and other factors. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked, or debt securities, those securities may have rights, preferences, or privileges senior to the rights of existing stockholders, and existing stockholders may experience dilution. Further, if we are unable to obtain additional capital when required or are unable to obtain additional capital on satisfactory terms, our ability to continue to support our business growth or to respond to business opportunities, challenges, or unforeseen circumstances would be adversely affected. ~~We are subject to risks and uncertainties related to the global COVID- 19 pandemic and other public health emergencies, which could have a material adverse effect on our business, results of operations, financial condition, and financial performance. We are susceptible to the adverse effects associated with the global COVID- 19 pandemic, which continues to have a major impact on health systems, businesses, governments and beneficiary activities. We are also susceptible to other public health emergencies. The ultimate severity, magnitude, and duration of the COVID- 19 pandemic is uncertain. The full extent to which the COVID- 19 pandemic may impact our business, results of operations, and financial condition remains uncertain. Current uncertainties relating to the COVID- 19 pandemic that could impact our future results include the development of new COVID- 19 variants, the potential for prolonged effects of past infections. and / or uncertainty in risk adjustment and benchmarks against which future CMS bids will be assessed. We continue to mobilize the full strength of our resources to deliver support for our members and Providers and deliver innovative solutions and support for the communities we serve. For example, we have implemented multi- channel member communications to support COVID- 19 vaccination access and availability, Provider support for telehealth adoption by Clover Home Care practices, and the provision of in- home COVID- 19 vaccinations for our most vulnerable beneficiaries. However, there can be no assurances that our efforts will be successful or that any of our solutions will be adopted by our Providers. With respect to our Insurance business, our ability to maintain or improve our Star Rating may be significantly compromised by the COVID- 19 pandemic. With respect to our Non- Insurance line of business, the Performance Year Benchmark is based on national trends. While we believe we have certain protections in our ACO' s participation agreement with CMS, Clover could be disproportionately affected by COVID- 19 if impacts in concentrated regional service areas are significantly above or below national averages. Governmental authorities in the United States have proposed or issued vaccine mandates requiring certain employers, including certain federal contractors, to ensure that their employees are fully vaccinated against COVID- 19, subject to certain exceptions as provided for in the applicable mandate, or, in some cases, be regularly subject to COVID- 19 testing. As we are a federal contractor, any such recently issued or future vaccine mandate could negatively impact our ability to attract or retain workers, including healthcare providers. The loss of, or inability to attract, employees could negatively impact our ability to carry out our business and provide care to our beneficiaries and other critical~~

services, which could have a material adverse effect on our business and results of operations. We may take further actions that alter our business operations as may be required by local, state, or federal authorities or that we determine are in the best interests of our employees or beneficiaries. Such measures could negatively affect our sales and marketing efforts, sales cycles, employee productivity, or beneficiary retention, any of which could harm our financial condition and business operations. Disruptions in public and private infrastructure, including supply chains providing medical supplies, could also adversely disrupt our business operations. Additionally, the enactment of emergency powers by governments could disrupt our business operations, including further restricting our beneficiaries' ability to receive care, our providers' ability to operate, or our ability to access necessary supplies. The COVID- 19 pandemic has also adversely impacted global access to capital and caused significant volatility in financial markets. Significant deterioration of the U. S. and global economies could have a significant adverse impact on our investment income, the value of our investments, or future liquidity needs. If we are unable to succeed in expanding our Lives **the number of members** under Clover Management, or **our MA plans** if our future growth is limited , our business, financial condition, and results of operations could be harmed. We derive substantially all of our Total revenues from premiums earned and Non- Insurance revenue , which are **is** primarily driven by the number of members under our MA plans and the number of our Non- Insurance Beneficiaries, respectively . Additionally, the number of Lives under Clover Management is critical to our success, and we are continually executing several growth initiatives, strategies, and operating plans designed to increase the number of Lives under Clover Management. We may not be able to successfully execute on these growth initiatives, strategies, and operating plans and realize all of the expected potential benefits, including achieving cost savings, better plan economics and more affordable healthcare. In addition, even if we are successful in achieving this growth, doing so may be more costly than we anticipate, and if we are not able to manage our costs our results could be materially adversely affected. See the section entitled" — If we fail to estimate, price for and manage medical expenses in an effective manner, the profitability of our Insurance and Non- Insurance businesses could decline, which could materially and adversely affect our results of operations, financial condition, and cash flows **.** " While we intend to continue to grow our membership by increasing our share in existing service areas and entering into new service areas, we may not be able to successfully achieve this growth for a number of reasons. Our ability to attract and retain members may be impacted by several factors, including, without limitation: • lack of brand recognition; • difficulties developing strategic co- marketing relationships; • general lack of shopping for plans by MA eligible beneficiaries; • shifting consumer preferences, including a preference by members to enroll with an MA plan sponsored by the insurer of the commercial plan in which they enrolled before they became eligible for Medicare, and a preference by members to enroll in various special needs plans, which we do not offer; • a failure to effectively compete and offer low cost and high value plans; • difficulties establishing an attractive network in new markets; • regulatory changes affecting the overall pool of MA eligible beneficiaries; and • difficulties growing our provider networks and contracting with providers and medical facilities on competitive terms. In addition, in some instances, Original Medicare or other insurers' MA plans may be more attractive to a consumer than our MA plans. For example, though a substantial majority of our members are on open- network plans that enable them to visit any doctor participating in Medicare who will see them, our HMO plans have restrictions on the network of doctors that HMO members can see. Other providers participating in Medicare may choose to see no members or only members participating in specific plans. It is also possible that Original Medicare or other insurers' MA plans may offer better provider networks in particular markets or better benefits, in which case those plans may be more attractive to a consumer than our MA plans. When the time to choose an MA plan comes, Medicare- eligible consumers may also choose to stay with the same insurer that was offered by their employer instead of transitioning to our insurance plan. In those instances, consumers may opt not to purchase an MA plan from us. The growth in our membership is highly dependent upon our success in attracting new members during the Medicare annual enrollment period and open enrollment period. If our ability or the ability of our partners to market and sell our MA plans is constrained during an enrollment period for any reason, such as technology failures, reduced allocation of resources, any inability on the part of our partners to timely employ, license, train, certify and retain employees and contractors and their agents to sell plans, interruptions in the operation of our website or systems, disruptions caused by other external factors, such as the COVID- 19 pandemic, or issues with government- run health insurance exchanges, we could acquire fewer new members than expected or suffer a reduction in the number of our existing members. Our business, results of operations, and financial condition could be harmed by any of these factors. At December 31, 2022, we had 164, 887 aligned Non- Insurance Beneficiaries. As of that date, we had approximately 1, 560 contracted participant providers managing primary care for our Non- Insurance Beneficiaries and, additionally, we had approximately 1, 675 preferred providers and preferred facilities in our Non- Insurance network. In connection with the 2023 performance year, we strategically reduced the number of ACO REACH participant physicians, and, at the beginning of January 2023, we had approximately 605 contracted participant providers who manage primary care for our Non- Insurance Beneficiaries in 13 states. Additionally, at the beginning of January 2023, we had approximately 1, 540 preferred providers and preferred facilities in our ACO REACH network. Non- Insurance Beneficiary growth is dependent upon the number and size of the providers that contract with the ACO, and CMS' alignment rules. Our ability to grow and maintain our number of Non- Insurance Beneficiaries may be impacted by several factors, including, without limitation: • regulatory changes affecting the overall pool of Medicare- eligible patients; • regulatory changes impacting provider participation in Medicare value- based programs; • failure to effectively compete and offer competitive payment incentives to attract participant providers and" preferred" providers, which include specialists and ancillary facilities that agree to participate in Non- Insurance with Clover' s ACO; • programmatic adjustments made to the ACO REACH Model; • changes in existing shared savings programs or the addition of new shared savings programs; • changes in the alignment methodology that CMS uses to align beneficiaries to participants in the ACO REACH Model; • changes in our ability, or the process required, to voluntarily align beneficiaries; and • any notification that CMS intends to discontinue or alter the ACO REACH Model or our participation in the program in a significant manner. Other factors that could limit our beneficiary growth include, among others: potential non- compliance with CMS requirements and

~~other laws and regulations, which could result in sanctions against us that prevent us from, among other actions, marketing or enrolling in existing markets or entering new markets; delays in the anticipated timing of activities related to such growth initiatives, strategies, and operating plans; increased difficulty and cost in implementing these efforts, including difficulties in complying with existing as well as new regulatory requirements; and the incurrence of other unexpected costs associated with operating the business. In addition, our decisions concerning the allocation of management and financial resources toward efforts to grow our Lives under Clover Management in certain markets may not lead to the growth we expect, or any growth. Similarly, our potential decisions to delay entering or terminate our services in any market may subsequently also prove to be suboptimal and could cause us to miss valuable opportunities. We may also choose to terminate contracts with providers contracted with our ACO if they do not meet our performance standards, or providers may choose not to continue working with us, either of which could reduce our number of Non- Insurance Beneficiaries. If we make incorrect determinations regarding the viability or potential for membership growth in any specific market, our business, financial condition, and results of operations could be materially adversely affected. As a result, we may fail to capitalize on viable commercial opportunities or be required to forgo or delay pursuit of opportunities that may later prove to have greater commercial potential than those we choose to pursue.~~ As a result, we cannot assure you that we will be able to increase our number of Lives under Clover Management or assure you about the extent to which we will be able to achieve beneficiary growth. Our members and Non- Insurance Beneficiaries remain concentrated in certain geographic areas and populations, which exposes us to unfavorable changes in local benefit costs, reimbursement rates, competition, and economic conditions. Our members and Non- Insurance Beneficiaries remain concentrated in certain geographic areas in the United States and in certain populations. Many are low- income, and a significant number are people of color. At December 31, ~~2022~~ **2023**, approximately ~~81~~ **87**. ~~6~~ **0** % of our **MA** ~~Medicare Advantage~~ members, most of whom were in two metropolitan areas, were residents of New Jersey ~~. With respect to the DCE, at December 31, 2022, approximately 15. 6 % of our Non- Insurance Beneficiaries were aligned to providers in New York, with an additional 24. 6 % in New Jersey and 18. 5 % in Kansas~~. Unfavorable changes in healthcare or other benefit costs or reimbursement rates or increased competition in these states or any other geographic area where our members and Non-Insurance Beneficiaries become concentrated in the future could therefore have a disproportionately adverse effect on our results of operations ~~. Our new markets, particularly rural markets, may not be as profitable to serve as our existing markets. While we have plans to grow our Lives under Clover Management geographically and across demographics, there is no guarantee that we will be successful in doing so. In addition, as a result of our mission to make great healthcare available to everyone, we seek to provide high- value and affordable MA plans in every market in which we operate, which may expose us to higher risk for increased medical costs. Through our participation in the ACO REACH Model, we are also planning to expand into new markets through contracting with participant and preferred providers. Given that there are significant health disparities in the United States based on minority and socioeconomic status, and that our low- income and minority beneficiaries tend to have more chronic illnesses, our strategy could result in our healthcare costs exceeding those of comparable MA plans and other participants in the ACO REACH Model who seek to curate their membership. While we believe that with Clover Assistant, we can reduce costs of all of our beneficiaries and drive increasingly better unit economics at scale, there can be no assurances that we will succeed in doing so. We intend to expand into an increasing percentage of counties that CMS classifies as rural. Due to the rural nature of these markets, we may have difficulty providing the same level and types of clinical care as we provide in our other markets. If the medical expenses of beneficiaries in such counties are higher than we anticipate, or if the rates of Clover Assistant adoption in such counties are lower than we anticipate, we may not be able to serve such counties with economic results as favorable as we expect in non- rural counties that we currently predominately serve. If the clinical care we can provide in these rural markets is limited, we may not be able to achieve the same cost savings in these markets as we have previously achieved in our existing markets. As a result, if we are unable to profitably grow and diversify our Lives under Clover Management geographically, our revenue and operating results may be disproportionately affected by adverse changes affecting our beneficiaries~~. Our results of operations may be adversely affected if we are unable to grow our provider networks or contract with providers, medical facilities, and other entities on competitive terms. Our success requires that we successfully maintain and grow our provider networks and contract with providers and medical facilities in new markets in order to meet CMS requirements relating to network adequacy. In addition, in order to retain our members and Non- Insurance Beneficiaries and attract additional beneficiaries, our provider networks, including those providers participating in Medicare and willing to see our beneficiaries but who we have not contracted with, must be not only adequate, but attractive, providing Medicare- eligible beneficiaries access to the providers and facilities that they want. We also provide prescription drug benefits and contract with pharmacy benefit management service suppliers to manage pharmacy benefits for our members. There can be no assurance that we will be able to contract with new providers, facilities and other entities in our current markets or new markets in which we enter or renew any contracts we maintain with existing providers or facilities on favorable terms, if at all. If we are unable to enter into new contracts or maintain contracts with providers or facilities in certain markets, we may be unable to meet network adequacy requirements which would prevent us from serving such markets. That could have a material adverse effect on our business, financial condition, and results of operations. In addition, certain markets in the United States are dominated by a few providers or facilities, have a limited number of providers in a particular specialty or have a limited number of facilities, which may make it particularly difficult for us to enter into such markets and compete effectively. This may be especially true if those providers, specialists, or facilities are unwilling to contract with us, demand higher payments or take other actions that could result in higher medical care costs for us, less desirable plans and products for members and providers, a decline in our growth rate, or difficulty in meeting regulatory or accreditation requirements. Our ability to develop and maintain satisfactory relationships with providers and facilities may also be negatively impacted by factors not associated with us, such as changes in Medicare programs and other pressures on healthcare providers, including consolidation activity among hospitals, physician groups, and other healthcare providers. Such organizations or provider groups may compete directly with us, which could

adversely affect our growth. The failure to maintain or to secure new cost- effective provider contracts may make it more difficult to increase adoption of Clover Assistant by providers as well as lead to higher costs, healthcare provider network disruptions and less attractive options for our beneficiaries. Any of these factors could have a material adverse effect on our business, financial condition, and results of operations. We may be unable to effectively manage our growth, which could have a material adverse effect on our business, financial condition, and results of operation. If we are unable to manage our growth effectively, through, for example, an unexpected increase in members, a rapid expansion in geographies served, or a sudden growth in hiring, we may incur unexpected expenses, which could materially adversely affect our business, financial condition, and results of operations. To manage our current and anticipated future growth effectively, we must continue to maintain and enhance our information technology (" IT"), security infrastructure, and financial and accounting systems and controls, which will place additional demands on our resources and operations. We must also attract, train and retain, or contract with third parties to provide a significant number of qualified software engineers, IT engineers, data scientists, medical personnel, insurance operations personnel, sales and marketing personnel, management personnel and professional services personnel. The availability of such personnel, in particular software engineers, may be constrained. This will require us to invest in and commit significant financial, operational, and management resources to grow and change in these areas which may disrupt our operations and performance and adversely affect our business, financial condition, and results of operation. We operate in a competitive industry, and if we are not able to compete effectively, our business, financial condition, and results of operations will be harmed. The markets for MA plans and related products are highly competitive. We compete in certain segments within the healthcare market, including MA plans as well as other healthcare technology platforms, and the FFS market. Competition in our market involves rapidly changing technologies, evolving regulatory requirements and industry expectations, new product offerings and constantly evolving beneficiary and provider preferences and user requirements. We currently face competition from a range of companies, including other incumbent MA providers and health insurance companies, many of whom are developing their own technology or partnering with third- party technology providers to drive improvements in care. Our competitors generally include large, national insurers, such as United Health, Aetna, Humana, Cigna, Centene, and Elevance Health that provide MA plans, as well as regional- based companies or health plans that provide MA plans, including Blue Cross Blue Shield affiliates, ~~Bright Health,~~ Alignment Health, Devoted Health, Oscar Health, hospital systems, and provider-based organizations ~~. As a result of our recent entry into CMS' new ACO REACH Model, we also face competition from other Non- Insurance participants including provider groups, ACOs, and MCOs. These competitors include Oak Street Health, VillageMD, Humana, Elevance Health, Aledade, Signify, Bright Health Group, Cano Health, and Iora with One Medical~~ . Competition from these and other new entrants may intensify as the FFS market develops and business models evolve to address it. In addition, as we enter into new markets, we may compete with regional start- up companies that offer MA plans ~~and other participants in the ACO REACH Model~~ . Also, as we develop other products and enter new lines of business, and other companies do the same, we may compete with providers of healthcare technology platforms, EHR providers, telehealth providers, healthcare data analytics providers, and ACOs. Furthermore, ACOs and practice management companies, which aggregate physician practices for administrative efficiency and marketing leverage, and other organizational structures that physicians, hospitals, and other healthcare providers choose, may change the way in which providers interact with us and may change the competitive landscape. If we are unable to continue to grow and enhance our product and service offerings to our provider users and beneficiaries, develop and deliver innovative and potentially disruptive products and services to satisfy evolving market demands, or develop and recruit qualified physicians and other provider specialists, we may not remain competitive, and we risk inability to maintain or increase our Lives under Clover Management, lack of adoption of our products and services by beneficiaries and provider users, and loss of current market share to existing competitors and disruptive new market entrants. Any one of these competitive pressures in our market, or our failure to compete effectively, may result in fewer plans being offered; a reduction in plan benefits; reduced services; a loss of existing beneficiaries or inability to grow our number of beneficiaries; fewer provider users; reduced revenues; lower gross margins; and loss of market share. Any failure to meet and address these competitive factors would harm our business, results of operations, and financial condition. We compete with larger companies that may have stronger brands, and consolidation among competitors would increase competition. Some of our competitors have greater name recognition, longer operating histories, stronger and more extensive provider networks and other partner relationships, significantly greater financial, technical, marketing, and other resources, lower labor and development costs, greater access to healthcare data and larger beneficiary bases than we do. These competitors may engage in more extensive research and development efforts, undertake more far- reaching marketing campaigns, and adopt more aggressive pricing or payment policies that could allow them to build larger beneficiary bases or provider networks than we have. Our competitors may also provide more desirable products or services or take better care of their beneficiaries. Further, the healthcare industry in the United States has experienced a substantial amount of consolidation in recent years, resulting in a decrease in the number of insurance carriers, providers, and payors. If we are unable to contract with a provider in a market that has experienced significant consolidation, we may face challenges to establishing or maintaining network adequacy and attractiveness in those markets. Additionally, new competitors may arise as consolidation may create providers that, in and of themselves, meet network adequacy requirements for a market and, as a result, start their own MA plans in that market. In addition, our current or potential competitors may be acquired by third parties with greater available resources. As a result, our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or customer requirements and may have the ability to initiate or withstand substantial price competition. Our future growth and success depend on our ability to successfully compete with other companies providing similar services and technological offerings. New competitors or alliances may emerge that have greater market share, a larger beneficiary base, a stronger and larger provider network, more widely adopted proprietary technologies, greater ability to care for their beneficiaries, greater marketing expertise, or greater financial resources and larger sales forces than we have, which could put us

at a competitive disadvantage. Considering these factors, even if our MA plans and technology platform are more effective than those of our competitors, current or potential members may purchase competitive plans in lieu of purchasing our health plans, or providers may adopt competing technology platforms in lieu of Clover Assistant. Any such events could adversely affect our business, financial condition, and results of operations. Our failure to estimate incurred but not reported claims accurately would affect our results of operations. Due to the time lag between when medical services are actually rendered by our providers and when we ~~(or CMS with respect to the ACO)~~ receive, process and pay a claim for those medical services, our medical care costs include estimates of our incurred but not reported (" IBNR") claims. We estimate our medical expense liabilities using actuarial methods based on historical data adjusted for claims receipt and payment patterns, cost trends, product mix, seasonality, utilization of healthcare services, changes in beneficiaries, provider billing practices, benefit changes, known outbreaks of disease, including COVID- 19, or increased incidence of illness such as influenza, the incidence of high dollar or catastrophic claims and other relevant factors. Actual conditions, however, could differ from those we assume in our estimation process. We continually review and update our estimation methods and the resulting accruals and we make adjustments, as necessary, to medical expense when the criteria used to determine IBNR change and when actual claim costs are ultimately determined. As a result of the uncertainties associated with the factors used in these assumptions, the actual amount of medical expense that we incur may be materially more or less than the amount of IBNR originally estimated. If our estimates of IBNR are inadequate in the future, our reported results of operations would be negatively impacted. Further, our inability to estimate IBNR accurately may also affect our ability to take timely corrective actions, further exacerbating the extent of any adverse effect on our results. ~~Financial~~ **Estimating and** accounting for ~~the~~ Medicare Part D ~~benefits requires difficult~~ **costs involves certain regulatory calculations that carry inherent risks. Should these** estimates and assumptions **deviate from actual outcomes** , **it could negatively impact** ~~and if they prove to be incorrect,~~ our **operational** results ~~of operations could be adversely affected~~ . With respect to our CMS contracts that cover members' prescription drugs under Medicare Part D, these contracts contain provisions for risk sharing and certain payments for prescription drug costs for which we are not at risk. These provisions affect our ultimate payments from CMS. The premiums from CMS are subject to certain payment adjustments determined by comparing costs targeted in our annual bids to actual prescription drug costs, reflected by the actual costs that would have been incurred under the standard coverage as defined by CMS. Variances exceeding certain thresholds may result in CMS making additional payments to us or CMS requiring us to refund to CMS a portion of the premiums we received (known as a" risk corridor"). We estimate and recognize an adjustment to premium revenue related to this risk corridor payment settlement based upon pharmacy claims experience. The estimate of the settlement associated with these risk corridor provisions is subject to uncertainty, as it requires us to consider factors for which we lack complete data at the time of estimation. Reinsurance and low- income cost subsidies represent payments from CMS in connection with the Medicare Part D program for which we assume no risk. Reinsurance subsidies represent payments for CMS' portion of claims costs that exceed the member' s out- of- pocket threshold, or the catastrophic coverage level. Low- income cost subsidies represent payments from CMS for all or a portion of the deductible, the coinsurance and co- payment amounts above the out- of- pocket threshold for low- income beneficiaries. Monthly prospective payments from CMS for reinsurance and low- income cost subsidies are based on assumptions submitted with our annual bid. A reconciliation and settlement of CMS' prospective subsidies against actual prescription drug costs we paid is made after the end of the applicable year. Settlement of the reinsurance and low- income cost subsidies as well as the risk corridor payment is based on a reconciliation made approximately nine months after the close of each calendar year. This reconciliation process requires us to submit claims data necessary for CMS to administer the program. Our claims data may not pass CMS' claims edit processes due to various reasons, including discrepancies in eligibility or classification of low- income members. To the extent our data does not pass CMS' claim edit processes, we may bear the risk for all or a portion of the claim that otherwise may have been subject to the risk corridor provision or forgo payments we would have otherwise received as a low- income subsidy or reinsurance claim. In addition, if the settlement represents an amount CMS owes us, there is a negative impact on our cash flows and financial condition as a result of financing CMS' share of the risk. The opposite is true in the event the settlement represents an amount we owe CMS. If our estimates or assumptions related to our financial accounting for these benefits prove incorrect or insufficient, our results of operations could be adversely affected. If we are unable to expand our sales and marketing infrastructure or if we fail to overcome challenges relating to marketing of our Insurance business and Non-Insurance business, we may fail to enroll sufficient beneficiaries to meet our forecasts. We are and will continue to be highly dependent on the ability of our sales force to adequately promote and market our Insurance business MA plans to enroll new members and retain our existing members, and to successfully market our Non- Insurance business ~~to the national provider network to contract with new participant providers and grow our number of Non- Insurance Beneficiaries~~ . If our sales and marketing representatives fail to achieve their objectives, our Lives under Clover Management could decrease or may not increase at levels that are in line with our expectations. This could adversely impact our financial condition and results of operations. If we are not successful at converting the opportunities presented by new distribution channels and access to local markets, we may not be able to grow our number of beneficiaries or our plans as quickly as we need to, or at all. For example, if insurance brokers and field marketing organizations choose not to market and sell our plans, our business and results of operations would be adversely affected. In addition to the financial impact of having fewer beneficiaries than we anticipated, if we do not grow our Lives under Clover Management, we could find it difficult to retain or increase our contracted providers at favorable rates, which could jeopardize both our ability to provide plans in our current markets or expand into new markets and also our ability to do so in a cost- efficient manner. Additionally, we could be limited in the amount of data that we are able to acquire to further iterate on and refine Clover Assistant. This, in turn, could compromise our ability to deliver on our goals of using Clover Assistant to decrease costs and improve care. As we increase our sales and marketing efforts, we will need to further expand the reach of our sales and marketing networks. Our future success will depend in significant part on our ability to continue to hire, train, retain, and motivate skilled sales and marketing representatives with significant industry- specific

knowledge in various areas, as well as the competitive landscape for our solutions. Recently hired sales and marketing representatives require training and take time to achieve full productivity. If we fail to train recent hires adequately, or if we experience high turnover in our sales force in the future, we cannot be certain that new hires will become as productive as may be necessary to maintain or increase our sales. In addition, the expansion of our sales and marketing personnel will continue to place significant burdens on our management team. Moreover, we rely significantly on outside vendors with respect to our sales and marketing efforts. Any disruption on the business operations of these vendors, or our ability to effectively oversee and work with them, may negatively affect our ability to effectively market our MA plans. In addition to the challenges to expand our sales and marketing efforts, we face significant challenges generally in our marketing efforts. We may market our MA plans through a number of channels including, but not limited to, direct mail, marketing materials in providers' offices, and telesales. Any disruption to any of these methods of communication may compromise our ability to effectively market our MA plans. Further, due to regulations governing when and how we are allowed to market our plans, we have a limited time frame annually to plan and execute on our marketing plans. If we encounter issues with execution during this time frame, we have an even more limited window to address those issues before we are forced to wait for the next annual marketing window. Failure to execute on our marketing plans in the limited window allowed by Medicare regulations could negatively affect our annual member enrollment, and our business, financial condition, and results of operations could be adversely affected. In addition, as one of the newest entrants in the MA business, we face certain disadvantages in free marketing channels provided by the federal government. For example, the Medicare Plan Finder, which provides Medicare- eligible beneficiaries a place to compare plans according to specific characteristics, currently sorts plans with similar characteristics in part based on their plan identification number. As a newer plan, our number is higher and accordingly, Medicare- eligible beneficiaries using this tool may have to click through many pages before they are ever made aware of our plan offerings. Incumbents in the MA business may, therefore, have increased visibility in this marketing channel and in similar marketing channels, which could reduce our take rate and negatively affect our business, results of operations, and financial condition. If we are unable to expand our sales and marketing capabilities, we may not be able to effectively commercialize our existing or planned solutions, which could result in reduced member enrollment and the failure of our enrollment rate to increase in line with our expectations. If we fail to develop widespread brand recognition or are unable to maintain or enhance our reputation, our business, financial condition, and results of operations will be harmed. We believe that developing widespread brand recognition and maintaining and enhancing our reputation is critical to our relationships with existing providers and beneficiaries, and to our ability to attract new providers and beneficiaries to our platform and offerings. The promotion of our brand may require us to make substantial investments, and we anticipate that, as our market becomes increasingly competitive, these marketing initiatives may become increasingly difficult and expensive. Brand promotion and marketing activities may not be successful or yield increased revenue, and to the extent that these activities yield increased revenue, the increased revenues may not offset the expenses we incur, and our results of operations could be harmed. In addition, any factor that diminishes our reputation or that of our management, including failing to meet the expectations of our providers or beneficiaries, could harm our reputation and brand and make it substantially more difficult for us to attract new providers or beneficiaries. If we do not successfully develop widespread brand recognition and maintain and enhance our reputation, our business may not grow and we could lose our relationships with providers or beneficiaries, which would harm our business, financial condition, and results of operations. If we do not continue to innovate and provide services that are useful to our beneficiaries and providers, we may not remain competitive, and our business, financial condition, and results of operations could suffer. The market for healthcare in the United States is in the early stages of structural change and is rapidly evolving toward a more value- based care model. Our success depends on our ability to keep pace with technological developments, satisfy increasingly sophisticated beneficiary and provider user requirements, and sustain and grow market acceptance. Our future financial performance will depend in part on our growth in this market and on our ability to adapt to emerging market demands, including adapting to the ways our beneficiaries access and use our MA plans ~~,~~ ~~ACO,~~ and clinical care programs, and the ways our providers use Clover Assistant. Our competitors may develop products and services that may appeal more to our beneficiaries and / or providers. As a result, we must continue to invest significant resources in research and development in order to enhance our existing platform and introduce new high- quality products and features that our beneficiaries and providers will want, while offering our MA plans at competitive prices. In particular, achieving and maintaining broad market acceptance of our MA plans and our products, including Clover Assistant, could be negatively affected by many factors, including: • changes in member and provider needs and preferences; • lack of evidence supporting the ease- of- use, cost savings or other perceived benefits of our MA plans; • lack of evidence supporting the ease- of- use, costs savings or other perceived benefits of our Clover Assistant platform over competitive products and technology platforms; and • perceived risks associated with the use of our Clover Assistant platform, similar products or technologies generally. In addition, our Clover Assistant platform may be perceived by our providers, potential and current, to be more complicated or less effective than traditional approaches, and they may be unwilling to change their current workflows or healthcare practices. Healthcare providers are often slow to change their medical treatment practices for a variety of reasons, including perceived liability risks arising from the use of new products and services. Accordingly, healthcare providers may not utilize Clover Assistant until there is enough evidence to convince them to alter their current approach or until the number of Clover beneficiaries that they see expands to a point where they feel it is necessary to do so. Any of these factors could adversely affect the demand for and market utilization of our solutions and our growth, which would have a material adverse effect on our business, financial condition, and results of operations. If we fail to offer high- quality customer support, our business, results of operations, and reputation could suffer. Our business is dependent upon providing high- quality customer support and service to both our beneficiaries and providers. In particular, our ability to attract and retain membership is dependent upon providing cost effective, quality customer service operations, such as call center operations and claim processing, that meet or exceed our beneficiaries' expectations. We depend on third parties for certain of our customer service

operations. If we or our vendors fail to provide service that meets our beneficiaries' expectations, we may have difficulty retaining ~~or growing~~ our Lives under Clover Management, which could adversely affect our business, financial condition, and results of operations. While we have designed Clover Assistant to be easy to adopt and use, once providers begin using it, they rely on our support services to resolve any platform issues. High- quality user education and customer experience have been key to the adoption of Clover Assistant. We expect the importance of high- quality customer experience to increase as we expand our business and pursue new provider users. Any failure to maintain high- quality customer experience, or a market perception that we do not maintain high- quality customer experience, could harm our reputation and our ability to grow the number of users of our platform. This could in turn harm our business, results of operations, and financial condition. Additionally, as the number of providers using Clover Assistant grows, we will need to hire additional support personnel to provide efficient product support at scale. If we are unable to provide such support, our business, results of operations, financial condition, and reputation could be harmed. Real or perceived errors, failures, vulnerabilities, or bugs in Clover Assistant would harm our business, results of operations, and financial condition. The software technology underlying and integrating with Clover Assistant is inherently complex and may contain material defects or errors. Errors, failures, vulnerabilities, or bugs have in the past, and may in the future, occur in Clover Assistant, especially when updates are deployed or new features, integrations, or capabilities are rolled out. For example, if the clinical features or suggestions provided through Clover Assistant were to fail, our systems could experience data loss and / or providers may become frustrated with Clover Assistant, which in turn may affect retention and adoption of Clover Assistant by providers. Additionally, if a bug was discovered in Clover Assistant that made Clover Assistant vulnerable to malicious attacks or exposed our beneficiary data to third parties, providers may cease to trust and use the platform. Among other things, this would affect our ability to collect data. Any such errors, failures, vulnerabilities, or bugs may not be found until after new features, integrations, or capabilities have been released. Furthermore, we will need to ensure that our platform can scale to meet the evolving needs of users, particularly as we expand our business and provider user base. Real or perceived errors, failures, vulnerabilities, or bugs in our platform could result in an interruption in the availability of our platform, negative publicity, unfavorable user experience, loss or leaking of personal data and data of organizations, loss of or delay in market acceptance of our platform, loss of competitive position, regulatory fines, or claims by organizations for losses sustained by them, all of which would harm our business, results of operations, and financial condition. If we fail to manage our technical operations infrastructure, or experience service outages, interruptions, or delays in the deployment of our platform, our results of operations may be harmed. We may experience system slowdowns and interruptions from time to time. In addition, continued growth in our beneficiary and provider base could place additional demands on our Clover Assistant platform and our technical operations infrastructure and could cause or exacerbate slowdowns or interrupt the availability of our platform and operations. If there is a substantial increase in the volume of usage on our platform or internal tools we use to operate our business, we will be required to further expand and upgrade our technology and infrastructure. There can be no assurance that we will be able to accurately project the rate or timing of increases, if any, in the use of our platform and internal tools or expand and upgrade our systems and infrastructure to accommodate such increases on a timely basis. In such cases, if our users are not able to access our platform or encounter slowdowns when doing so, we may lose users. In order to remain competitive, we must continue to enhance and improve the responsiveness, functionality, and features of our platform. Our disaster recovery plan may not be sufficient to address all aspects or any unanticipated consequence or incidents, and ~~our~~ **although we maintain** insurance **covering certain business interruptions, such coverage** may not be sufficient to compensate us for the losses that could occur **. Issues in the development and use of artificial intelligence (" AI"), combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations. We use machine learning and artificial intelligence (" AI") technologies as part of our Clover Assistant platform, and we are making investments in expanding our artificial intelligence capabilities in our products, services, and tools, including ongoing deployment and improvement of existing machine learning and AI technologies, as well as developing new product features using AI technologies, including, for example, generative AI. AI technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. The introduction of AI technologies into new or existing products may result in new or enhanced governmental or regulatory scrutiny (such as the recent White House executive order on the development and use of AI and other proposed state and federal regulations), litigation, confidentiality or security risks, ethical concerns, legal liability, or other complications that could adversely affect our business, reputation, or financial results. Uncertainty around new and emerging AI technologies, such as generative AI, may require additional investment in the development and maintenance of proprietary datasets and machine learning models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections and safeguards for handling the use of member data with AI technologies, which may be costly and could impact our expenses if we use generative AI in our product offerings. AI technologies incorporated into our product offerings may use algorithms, datasets, or training methodologies that may be flawed or contain deficiencies that may be difficult to detect during testing. Failure to properly address any legal or ethical and social issues in the development and use of our AI technologies could slow adoption of AI in our product offerings. AI technologies, including generative AI, may create content that appears correct but is factually inaccurate, flawed or biased. The Clover Assistant platform may rely on or use such content to our detriment, or it may lead to discriminatory or other adverse outcomes, which may expose us to brand or reputational harm, competitive harm, regulatory investigations, and / or legal liability. The use of AI technologies presents emerging ethical and social issues, and if we enable or offer solutions that draw scrutiny or controversy due to their perceived or actual impact on customers or on society as a whole, we may experience brand or reputational harm, competitive harm, regulatory investigations, and / or legal liability** . Our business, results of operations, and financial condition may fluctuate on a quarterly and annual basis, which may result in a decline in our stock price if such fluctuations result in a failure to meet any

projections that we may provide or the expectations of securities analysts or investors. Our results of operations have in the past and could in the future vary significantly from quarter- to- quarter and year- to- year and may fail to match our past performance, our projections, or the expectations of securities analysts because of a variety of factors, many of which are outside of our control. As a result, we may not be able to accurately predict our operating results and growth rate. Any of these events could cause the market price of our common stock to fluctuate. Factors that may contribute to the variability of our operating results include: • the timing of the enrollment periods and related sales and marketing expenses; • the timing of risk adjustments; • the addition or loss of large hospital and healthcare systems in our provider network, including due to acquisitions or consolidations of such systems; • the timing of recognition of revenues, including possible delays in the recognition of revenues; • the amount and timing of operating expenses related to the maintenance and expansion of our business, operations, and infrastructure; • our ability to effectively manage the size and composition of our in- house clinician program relative to the level of demand for services from our members; • the timing and success of introductions of new products and services by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, hospital and healthcare systems, or strategic partners; • the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies; • the timing and / or delays in rolling out technology or platform updates; • technical difficulties or interruptions in Clover Assistant; • our ability to increase provider adoption of Clover Assistant ~~; • our ability to attract new beneficiaries~~ ; • breaches of information security or privacy, and any associated fines or penalties or damage to our reputation; • our ability to hire and retain qualified personnel, including for our in- house clinician program; • changes in the structure of healthcare provider and payment systems; • changes in the legislative or regulatory environment, including with respect to healthcare, telehealth, privacy, or data protection, or enforcement by government regulators, including fines, orders, sanctions, or consent decrees; • the cost and potential outcomes of ongoing or future regulatory audits, investigations, or litigation ~~; • reinstitution of travel restrictions, shelter- in- place orders and other social distancing measures implemented to combat any health emergency or pandemic (including the COVID- 19 pandemic), and their impact on economic, industry and market conditions, patient visits and our ability to conduct business; • political, economic and social instability, including terrorist activities, geopolitical events such as the Russia- Ukraine war and health epidemics, and any disruption these events may cause to any of our offices, to the healthcare system, or to the global economy~~ ; • changes in our and our competitors' pricing policies; and • changes in business or macroeconomic conditions. The impact of one or more of the foregoing and other factors may cause our results of operations to vary significantly. As such, we believe that quarter- to- quarter and year- to- year comparisons of our operating results may not be meaningful and should not be relied upon as an indication of our future performance. Market, regulatory and political conditions, including ~~general~~ **global** economic conditions, rates of inflation and political developments in the United States and abroad, may have adverse consequences on our business, financial condition and share price. Our business may be affected by conditions and trends in the financial markets and general economic and political conditions. The global economy, including credit and financial markets, has experienced extreme volatility and disruptions, ~~including severely diminished liquidity and credit availability, declines in consumer confidence,~~ higher cost of human capital, geopolitical uncertainty and instability, including **heightened** ~~the ongoing conflict between Russia and Ukraine, declines in economic growth, increases in unemployment~~ rates **of** ~~, increases in~~ inflation ~~rates~~ , higher interest rates, changes in tax policy and uncertainty about economic stability. The U. S. federal government and other governments may reduce funding for health care or other programs or make changes that adversely affect the number of persons eligible for certain programs, the services provided to enrollees in such programs and premiums we can charge. Any of these factors could have a material adverse effect on our businesses, results of operations, and cash flows. In addition, the failure of the U. S. federal government to manage its fiscal matters or to raise or further suspend the debt ceiling, and changes in the amount of federal debt, may negatively impact the economic environment, curtail spending on health and health care related matters and adversely impact our results of operations. Furthermore, on August 16, 2022, the U. S. enacted the Inflation Reduction Act of 2022, which, among other things, may significantly impact the health insurance industry. We are continuing to determine the potential effects that this legislation and others may have on our business and operating results. Any such volatility and disruptions, or a general sustained economic downturn or other developments, may have adverse consequences on us or on our third party relationships (including relationships with vendors and health care providers). Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate; even if the markets in which we compete achieve the forecasted growth, our business could fail to grow at similar rates, if at all. Our market opportunity estimates and growth forecasts are subject to significant uncertainty and they are based on assumptions and estimates that may prove to be inaccurate. Even if the market in which we compete meets our size estimates and forecasted growth, our business could fail to grow for a variety of reasons outside our control, including competition in our industry. The principal assumptions relating to our market opportunity include the growth of the Medicare eligible population as well as the growth and stability of risk- adjusted payments paid by CMS, among other things. Our market opportunity is also based on the assumption that our existing and future offerings will be more attractive to our beneficiaries and providers and potential beneficiaries and providers than competing MA plans ~~and other participants in the ACO REACH Model~~ . If these assumptions prove inaccurate, our business, financial condition, and results of operations could be adversely affected. We may become subject to medical liability claims, which could cause us to incur significant expenses, may require us to pay significant damages if not covered by insurance, and could adversely affect our business, financial condition, and results of operations. We and our affiliated professional entities may be subject to professional liability claims and, if these claims are successful, substantial damage awards. With respect to Clover Home Care, the direct provision of healthcare services by certain of our subsidiaries involves risks arising from medical malpractice claims relating to the delivery of healthcare and related services. Although we maintain insurance covering medical malpractice claims in amounts that we believe are appropriate in light of the risks attendant to our business, we cannot predict the outcomes of medical malpractice cases, or the effect that any claims of this nature, regardless of their ultimate outcome, could have on our business or

reputation or on our ability to attract and retain members. Any claims made against us that are not fully covered by insurance could be costly to defend against, result in substantial damage awards against us and divert the attention of our management and our providers from our operations, which could have a material adverse effect on our business, financial condition, and results of operations. In addition, any claims may adversely affect our reputation. Additionally, multiple claims against us could render it difficult or costly to obtain insurance for our affiliated professional entities, which could negatively impact our ability to staff our clinical programs and other operations. Our international operations pose certain risks to our business that may be different from risks associated with our domestic operations. We have direct operations in Hong Kong and Canada, as well as contracted operations in other countries including the Philippines, Colombia, India, the UK, ~~and~~ **Mexico,** New Zealand **, Uruguay and the Dominican Republic** . We may in the future expand our operations to other countries. Substantially all of our software research and development is performed internationally, by internal resources and a variety of offshore vendors in locations such as Hong Kong and India. While these arrangements may lower operating costs, they also subject us to the uncertain political climates, including political unrest and uncertainty in Hong Kong, such as Hong Kong national security law and other developments, and potential disruptions in international trade, including export control laws (such as deemed export restrictions applicable to software) and any amendments to those laws, as well as potentially increased data security and privacy risks and local economic and labor conditions. If we are unable to leverage our full software development team, this may result in decreased ability to innovate and maintain Clover Assistant and carry out health plan data operations, which may in turn lead to adverse effects on our business, financial conditions and results of operations. Additionally, we conduct certain of our call center operations in the Philippines and ~~Colombia and~~ work with a company in India for claims processing and coding. Our oversight aimed at ensuring adherence to applicable quality and compliance standards may be more difficult with vendor companies located outside of the United States and may both make it more difficult for us to achieve our operational objectives and expose us to additional liability. Countries outside of the United States may be subject to relatively higher degrees of political and social instability and may lack the infrastructure to withstand political unrest or natural disasters. The occurrence of natural disasters, pandemics ~~(such as the COVID- 19 pandemic)~~ , or political or economic instability in these countries or regions could interfere with work performed by these labor sources or could result in our having to replace or reduce these labor sources. Our vendors in other countries could potentially shut down suddenly for any reason, including financial problems or personnel issues. Such disruptions could decrease efficiency, increase our costs, and have an adverse effect on our business and results of operations. The practice of utilizing labor based in foreign countries has come under increased scrutiny in the United States. Governmental authorities, including CMS, could seek to impose financial costs or restrictions on foreign companies providing services to customers or companies in the United States. Governmental authorities may attempt to prohibit or otherwise discourage us from sourcing services from offshore labor. In addition, insurance carriers may require us to use labor based in the United States for regulatory or other reasons. To the extent that we are required to use labor based in the United States, we may face increased costs as a result of higher- priced United States- based labor. Compliance with applicable U. S. and foreign laws and regulations, such as import and export requirements, anti- corruption laws, tax laws, foreign exchange controls, data privacy and data localization requirements, labor laws, and anti- competition regulations, increases the costs of doing business in foreign jurisdictions. Although we have implemented policies and procedures to comply with these laws and regulations, a violation by our employees, contractors, or agents could nevertheless occur. In some cases, compliance with the laws and regulations of one country could violate the laws and regulations of another country. Violations of these laws and regulations could materially adversely affect our brand, growth efforts, and business. Furthermore, **fluctuations or** weakness of the U. S. dollar in relation to the currencies used in these foreign countries may also reduce the savings achievable through our strategy of contracting out certain services and could have an adverse effect on our business, financial condition, and results of operations. Our failure to successfully manage our international operations and the associated risks effectively could limit the future growth of our business. ~~If~~ **We conduct business in various jurisdictions and** we are **subject to significant** ~~successful in expanding our Lives under Clover Management across the United States, we may incur increased~~ expenses and risks related to compliance with state licensure requirements, which could impact our business and results of operations. State regulators require us to maintain a valid license in each state in which we transact health insurance business, maintain minimum amounts of capital and surplus. They further require that we adhere to sales, documentation and administration practices specific to that state. We must maintain our health insurance licenses to continue marketing our plans and might have to secure additional licenses if we expand in markets where we do not yet have licenses. In addition, each employee who participates in the sale of health insurance on our behalf must maintain a valid license in one or more states. If we are to do business in a number of jurisdictions or expand our plan offerings, compliance with health insurance- related laws, rules, and regulations may be difficult and may impose significant costs on our business. Each jurisdiction' s insurance department typically has the power to, among other things: • grant and revoke licenses to transact insurance business; • monitor compliance with minimum capital and surplus requirements; • conduct inquiries into the insurance- related activities and conduct of agents and agencies; • require and regulate disclosure in connection with the sale and solicitation of health insurance; • authorize how, by which personnel and under what circumstances insurance premiums can be quoted and published and insurance policies can be sold; • approve which entities can be paid commissions from carriers and the circumstances under which they may be paid; • regulate the content of insurance- related advertisements, including web pages, and other marketing practices; • approve policy forms, require specific benefits and benefit levels, and regulate premium rates; • impose fines and other penalties; and • impose continuing education requirements. In addition, we must ensure that our agents have received all licenses, appointments, and certifications required by state authorities in order to transact business. New state insurance laws, regulations, and guidelines also may not be compatible with the sale of health insurance over the Internet or with various aspects of our platform or manner of marketing or selling health insurance plans. The applicability of state insurance laws to new healthcare payment models can be especially unclear and subject to differing interpretations. Failure to comply with insurance laws, regulations, and guidelines or other laws and regulations applicable to our

business could result in significant liability, additional department of insurance licensing requirements, required modification of our advertising and business practices, the revocation of our licenses in a particular jurisdiction, termination of our relationship with carriers, loss of commissions and / or our inability to sell health insurance plans. These events could significantly increase our operating expenses, result in the loss of carrier relationships and our commission revenue, and otherwise harm our business, results of operations and financial condition. Moreover, an adverse regulatory action in one jurisdiction could result in penalties and adversely affect our license status, business, or reputation in other jurisdictions due to the requirement that adverse regulatory actions in one jurisdiction be reported to other jurisdictions. Even if the allegations in any regulatory or other action against us are proven false, any surrounding negative publicity could harm consumer, marketing partner or carrier confidence in us, which could significantly damage our brand. In addition to licensing requirements related to insurance laws, professional employees of our subsidiaries that provide in- home care must maintain a valid license in the state in which they practice. If our professional employees fail to maintain their required licenses or comply with state licensing laws related to the practice of medicine or provision of other healthcare services, it could disrupt the provision of in- home care services and / or result in negative publicity and loss of confidence in our services which could damage our brand, and our business, results of operations, and financial condition could be negatively impacted. We rely on third- party providers for computing infrastructure, network connectivity, and other technology- related services needed to deliver our technology platform and products. Any disruption in the services provided by such third- party providers could adversely affect our business and subject us to liability. We rely on cloud service providers, such as Amazon Web Services and Google Cloud, to provide the cloud computing infrastructure that we use to host our platform, products, and many of the internal tools we use to operate our business. While we control and have access to our servers, we do not control the operation of the facilities where the servers are located. While we have a long- term commitment with these cloud service providers, and our platform, products, and internal tools use computing, storage capabilities, bandwidth, and other services provided by these cloud services providers, the services providers have no obligation to renew their agreements with us on commercially reasonable terms, or at all, upon the expiration of such commitment. Any significant disruption of, limitation of our access to, or other interference with, our use of these cloud service providers could negatively impact our operations and could materially harm our business. In addition, any transition of the cloud services currently provided by these cloud service providers to another cloud services provider would require significant time and expense and could disrupt or degrade delivery of our platform. Our business relies on the availability of our platform and products for our beneficiaries and provider users, and we may lose beneficiaries and provider users if they are not able to access our platform or encounter difficulties in doing so. The level of service provided by cloud service providers could affect the availability or speed of our platform, which may also impact the usage of, and our provider users' satisfaction with, our platform and could materially harm our business and reputation. If cloud service providers increase pricing terms, terminate or seek to terminate our contractual relationship, **establish more favorable relationships with our competitors, or change or interpret their terms of service or policies in a manner that is unfavorable with respect to us,** or if we are unable to renew any agreement on commercially reasonable terms ~~, establish more favorable relationships with our competitors, or change or interpret their terms of service or policies in a manner that is unfavorable with respect to us~~ , we may be required to transfer our servers and other infrastructure to a different service provider, and our business, results of operations, and financial condition could be harmed. This may result in significant additional costs and possible services interruptions. Additionally, if our cloud service providers are unable to keep up with our growing needs for capacity, this could have an adverse effect on our business. For example, a rapid expansion of our business could cause the service levels provided by our cloud service providers to fail or experience delays. Any changes or disruptions in our cloud service providers' service levels could adversely affect our reputation or result in lengthy interruptions in our services and negatively affect our business. Our failure to protect our sites, networks, and systems against security breaches, or otherwise to protect our confidential or health information or the confidential or health information of our beneficiaries, providers, or other third parties, would damage our reputation and brand, and substantially harm our business and results of operations. Breaches of our security measures or those of our third- party service providers or other cyber security incidents could result in unauthorized access to our sites, networks, systems, and accounts; unauthorized access to, and misappropriation of, individuals' personal identifying information, personal health information, or other confidential or proprietary information of ourselves, our beneficiaries, or other third parties; viruses, worms, spyware, or other malware being served from our platform, networks, or systems; deletion or modification of content or the display of unauthorized content on our platform; the loss of access to critical data or systems through ransomware, destructive attacks or other means; and business delays, service or system disruptions or denials of service. If any of these breaches of security should occur, we cannot guarantee that recovery protocols and backup systems will be sufficient to prevent data loss **, or the** ~~. The harm related to such breaches might include~~ interruption, disruption, or malfunction of **our** operations, including with respect to telehealth services ~~;~~ **. As a result, we could incur** costs relating to breach remediation, deployment of additional personnel and protection technologies, and response to governmental investigations and media inquiries and coverage; **be required to** ~~engagement ----~~ **engage** ~~of~~ third- party experts and consultants; and **face** litigation, regulatory action, and other potential liabilities. Our reputation and brand could be damaged, our business may suffer, and we could be required to expend significant capital and other resources to alleviate problems caused by such breaches. Actual or anticipated security breaches or attacks may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third- party experts and consultants **. Certain of our third- party service providers provide technology- related services and / or store or have access to our data and may not have effective controls, processes, or practices to protect our information from loss, unauthorized disclosure, unauthorized use or misappropriation, cyberattacks or other data security incidents. A vulnerability in such service providers' software or systems, a failure in their safeguards, policies or procedures, or a cyber- attack or other data security incident affecting any of these third parties result in harm our business** . Any compromise or breach of our security measures, or those of our third- party service providers, could violate

applicable privacy, data protection, data security, network and information systems security, and other laws, and cause significant legal and financial exposure, adverse publicity, and a loss of confidence in our security measures. These factors could have a material adverse effect on our business, results of operations, and financial condition. We devote significant resources to protect against security breaches, and we may need to devote significantly more resources in the future to address problems caused by breaches, including notifying affected subscribers and responding to any resulting litigation. Any such use of resources diverts resources from the growth and expansion of our business. Our growth depends in part on the success of our strategic relationships with third parties. In order to grow our business, we anticipate that we will continue to depend on our relationships with third parties to perform certain operational functions and services, to support and use our Clover Assistant and technology platforms, and to support our general services and administration functions. These third parties include, for example, insurance brokers, our information technology system providers, data submission providers, coders, quality metrics auditors, pharmacy benefit management (" PBM"), services suppliers, enrollment administration providers, and customer service, provider support line, call center and claim and billing service providers. We also rely on integrations with EHR providers and clinical software developers. **We have entered into agreements with our PBM services suppliers to provide us and certain of our beneficiaries with certain PBM services, such as claims processing, mail pharmacy services, specialty pharmacy services, retail network pharmacy network services, participating pharmacy audit services, reporting, and formulary services. In April 2023, we entered into an agreement with UST HealthProof pursuant to which UST HealthProof will perform certain of our plan operation functions in support of our MA members, including claims, enrollment, contact center, medical management, payment integrity, revenue integrity, print, fulfillment, and related configuration and certain IT functions. However, we may be unable to realize all of the expected benefits, including cost savings, in connection with this agreement within the expected time frame, or at all, and we may incur additional and / or unexpected costs to realize them.** If ~~their~~ -- **the** services become unavailable **or are not adequately performed** , our operations and business strategies could be significantly disrupted **which could** ~~. For example, we~~ have ~~entered into agreements with~~ **a material adverse effect on** our **business,** ~~PBM services suppliers to provide us and~~ **brand** ~~certain of our beneficiaries with certain PBM services~~ , **reputation** ~~such as claims processing~~ , ~~mail pharmacy services, specialty pharmacy services, retail network pharmacy network services, participating pharmacy audit services, reporting,~~ and ~~formulary services~~ **results of operations** . ~~If~~ **Additionally, if** any such agreements were to terminate for any reason or one of our PBM services supplier' s ability to perform their respective obligations under their agreements with us were impaired, we may not be able to find an alternative supplier in a timely manner or on acceptable financial terms. As a result, our costs may increase, we would not realize the anticipated benefits of our agreements for PBM services, **we could become overly dependent on such agreements, which could cause us to lose core competencies** and we may not be able to meet the full demands of our beneficiaries. Any of these events could have a material adverse effect on our business, brand, reputation, and results of operations. Furthermore, certain legislative authorities have in recent years discussed or proposed legislation that would restrict outsourcing of certain services. In addition, we may be held accountable for any failure of performance by our vendors. Significant failure by a third party to perform in accordance with the terms of our contracts or applicable law could subject us to fines or other sanctions or otherwise have a material adverse effect on our business and results of operations. A termination of our agreements with, or disruption in the performance of, one or more of these service providers could result in service disruption or unavailability, and harm our ability to continue to develop, maintain and improve Clover Assistant. This could decrease the usefulness of Clover Assistant and result in decreased adoption by providers and potentially higher medical costs for our beneficiaries, increased or duplicative costs for us, and our inability to meet our obligations to our beneficiaries; it could also require us to seek alternative service providers on less favorable contract terms, any of which can adversely affect our business, brand, reputation and results of operating. Additionally, if our service partners and vendors do not utilize industry standards with respect to privacy and data requirements, or other applicable safeguards, we may be exposed to additional liability, the breach of our patient data, or loss of our ability to provide plans and services. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. In addition, acquisitions of our partners by our competitors could result in a decrease in the number of our beneficiaries and provider users, as our partners may no longer facilitate the enrollment of Medicare- eligible beneficiaries into, or the effective and efficient operations of, our Insurance and Non- Insurance businesses or the adoption of Clover Assistant by providers. If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenues could be impaired and our results of operations may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased revenues or an increase in the number of beneficiaries or provider users of Clover Assistant. Because competition for qualified personnel is intense, we may not be able to attract and retain the highly skilled employees we need to execute our business strategies and growth plans. To execute on our business strategies and growth plans, we must attract and retain highly qualified personnel in our US and international offices, including Hong Kong. The pool of qualified personnel with experience working in the healthcare market, and particularly MA, is limited. As we become a more mature company, we may find our recruiting efforts more challenging. The incentives to attract, retain, and motivate employees provided by our stock options and other equity awards, or by other compensation arrangements, may not be effective. As such, we may not be successful in continuing to attract and retain qualified personnel. Our recruiting efforts may also be limited by laws and regulations, such as restrictive immigration laws, and restrictions on travel or availability of visas. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed. Current macroeconomic, industry and labor market conditions have exacerbated an already highly competitive market for hiring and retaining employees with relevant qualifications and experience. There is an ongoing national labor shortage, particularly for highly qualified personnel. Labor market trends also include high attrition and wage inflation, and some candidates and new personnel may have different expectations from our current workforce. Moreover, we believe that a critical element of our ability to successfully attract, train

and retain qualified personnel is our corporate culture, which we believe fosters innovation, collaboration, diversity and inclusion, and a focus on execution, all in an environment of high ethical standards. Our hybrid / remote work policies may present challenges in maintaining these important aspects of our corporate culture, and a failure to maintain our corporate culture could negatively impact us. Further, we rely on our key personnel to lead with integrity and to meet our high ethical standards that promote excellent performance and cultivate diversity, equity and inclusion. To the extent any of our key personnel were to behave in a way that is inconsistent with our values, including with respect to legal or regulatory compliance, financial reporting or people management, we could experience a materially adverse impact to our reputation and our operating results. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed. We depend on our senior management team and other key employees; the loss of one or more of these employees or an inability to attract and retain additional qualified key personnel could adversely affect our business. Our success depends largely upon the continued services and reputation of our senior management and other key personnel. From time to time, there may be changes in our senior management team resulting from the hiring or departure of executives and key employees, which could disrupt our business. We can provide no assurance that any of our executives or key employees will continue their employment with us. Our senior management and key employees are" at- will" employees and therefore may terminate employment with us at any time with no advance notice. In addition, we currently do not have" key person" insurance on any of our employees. We also rely on our leadership team in the areas of research and development, marketing, services, and general and administrative functions. The loss and replacement of one or more of our members of senior management or other key employees, including our Chief Executive Officer, Andrew Toy, would likely involve significant time and costs and may significantly delay or prevent the achievement of our business objectives. In addition, our positive reputation is in part derived from the business success and standing in the community of our senior management, in particular our Chief Executive Officer. As a result, any negative perception of our senior management by our current or prospective investors, beneficiaries, or providers, or any negative press stories about our senior management, may harm our reputation and damage our business prospects. Furthermore, executive officer transitions, volatility or lack of performance in our stock price may affect our ability to attract and retain replacements should key personnel depart. If we are not able to retain any of our key personnel, our business, results of operations, and financial condition could be harmed. We may engage in merger and acquisition activities, which would require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our business, results of operations, and financial condition. As part of our business strategy to expand usage of our Clover Assistant platform, offer our plans in additional markets, extend the provision of in- home care services in those additional markets and grow our business in response to changing technologies, provider and beneficiary demand, and competitive pressures, we may in the future make investments or acquisitions in other companies, products, or technologies. The identification of suitable acquisition candidates can be difficult, time- consuming, and costly, and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve the goals of such acquisition, and any acquisitions we complete could be viewed negatively by providers, beneficiaries, or investors. We may encounter difficult or unforeseen expenditures in integrating an acquisition, particularly if we cannot retain the key personnel of the acquired company. In addition, if we fail to successfully integrate such acquisitions, or the assets, technologies, or personnel associated with such acquisitions, the business and results of operations of the combined company would be adversely affected. Acquisitions may disrupt our ongoing operations, divert management from their primary responsibilities, subject us to additional liabilities, increase our expenses, subject us to increased regulatory requirements, cause adverse tax consequences or unfavorable accounting treatment, expose us to claims and disputes by stockholders and third parties, and adversely impact our business, financial condition, and results of operations. We may not successfully evaluate or utilize the acquired assets or accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may pay cash for any such acquisition, which would limit other potential uses for our cash. If we incur debt to fund any such acquisition, such debt may subject us to material restrictions in our ability to conduct our business, result in increased fixed obligations, and subject us to covenants or other restrictions that would decrease our operational flexibility and impede our ability to manage our operations. If we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders' ownership would be diluted. If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected. The preparation of financial statements in conformity with accounting principles generally accepted in the United States (" GAAP") and our key metrics require management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes and amounts reported in our key metrics. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as discussed further in the section titled" Management' s Discussion and Analysis of Financial Condition and Results of Operations" and Note 2 (Summary of Significant Accounting Policies) to the consolidated financial statements included in this Form 10- K. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to the amounts of IBNR claims, recoveries from third parties for coordination of benefits, and the final determination of medical cost adjustment pools. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions. This could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock. We are currently, and may in the future be, subject to investigations and litigation, which could be costly and time- consuming to defend. The outcomes of these matters cannot be predicted. We are currently subject to various litigation matters as described in the section entitled" Item 3. Legal Proceedings," and Note ~~21~~ **19** (Commitments and Contingencies) to the consolidated financial statements included in this Form 10- K. We are currently, and may in the future be, subject to legal proceedings and claims that

arise in the ordinary course of business, such as claims brought by providers, facilities, consultants, and vendors in connection with commercial disputes, or employment claims made by our current or former employees. As previously disclosed, we have received an inquiry from the U. S. Department of Justice (" DOJ"), and also may be, in the future, subject to regular and special governmental market conduct and other audits, investigations, inquiries and / or reviews by / from, and we receive and may receive subpoenas and other requests for information from, various federal and state agencies, regulatory authorities, attorneys general, committees, subcommittees and members of the U. S. Congress and other state, federal and international governmental authorities. In the United States, federal and state governments have made investigating and prosecuting healthcare and other insurance fraud, waste, and abuse a priority. Fraud, waste, and abuse prohibitions encompass a wide range of activities, including kickbacks for referral of beneficiaries or federally reimbursable healthcare products or services, fraudulent coding practices, billing for unnecessary medical and / or other covered services, improper marketing and violations of patient privacy rights. In recent years, the DOJ and the Department of Health and Human Services Office of Inspector General (the" OIG") have increased their scrutiny of healthcare payers and providers, and Medicare Advantage insurers, under the federal FCA, in particular. There have been a number of investigations, prosecutions, convictions, and settlements in the healthcare industry. CMS and the OIG also periodically perform risk adjustment data validation audits of selected MA health plans to validate the coding practices of and supporting documentation maintained by healthcare providers. Our plans could be selected for such audits, which could result in retrospective adjustments to payments made to our health plans, fines, corrective action plans, or other adverse action by CMS. We also may be subject to lawsuits (including qui tam or" whistleblower" actions) under the FCA and comparable state laws for submitting allegedly fraudulent or otherwise inappropriate claims for payments for services under the Medicare program. In recent years, government oversight and law enforcement agencies, as well as private party relators, have become increasingly active and aggressive in investigating and taking legal action against potential fraud and abuse. These lawsuits, which may be initiated by government authorities or the relator alone, can involve significant monetary exposure under the FCA, which provides for treble damages and significant mandatory minimum penalties for each false claim or statement. Healthcare plans and providers thus often seek to resolve these types of allegations through settlement for significant and material amounts, including in circumstances where they do not acknowledge or admit liability, to avoid the uncertainty of treble damages that may be awarded in litigation proceedings. Such settlements often contain additional compliance and reporting requirements as part of a consent decree or settlement agreement, including, for example, corporate integrity agreements. There has been increased government scrutiny and litigation involving MA plans under the FCA related to diagnosis coding and risk adjustment practices. In some proceedings involving MA plans, there have been allegations that certain financial arrangements with providers violate other laws governing fraud and abuse, such as the Anti- Kickback Statute. We perform ongoing monitoring of our business practices to help ensure compliance with CMS risk adjustment requirements and applicable laws, which includes review of Clover Assistant features that may be relevant to patient risk assessments and the submission of risk adjustment data to CMS. We also monitor our physician payment practices to help ensure compliance with applicable laws, such as the Anti- Kickback Statute. While we believe that our risk adjustment data collection efforts and relationships with providers, including those related to Clover Assistant, comply with applicable laws, we are and may be subject to audits, reviews and investigation of our practices and arrangements, and the federal government might conclude that they violate the FCA, the Anti-Kickback Statute and / or other federal and state laws governing fraud and abuse. See the section entitled" — Our business activities are highly regulated, and new and proposed government regulation or legislative reforms could increase our cost of doing business and reduce our number of beneficiaries, profitability, and liquidity." Litigation and audits, investigations or reviews by governmental authorities or regulators may result in substantial costs and may divert management' s attention and resources, which may substantially harm our business, financial condition, and results of operations. Insurance may not cover such claims, may not provide sufficient payments to cover all of the costs to resolve one or more such claims, and may not continue to be available on terms acceptable to us. Resolution of some of these types of matters against us may result in our having to pay significant fines, judgments, or settlements, which could adversely affect our results of operations and cash flows, thereby harming our business. The regulations and contractual requirements applicable to us and other market participants are complex and subject to change, making it necessary for us to invest significant resources to help ensure compliance with our regulatory and contractual requirements. Ongoing vigorous legal enforcement and the highly technical regulatory scheme mean that our compliance efforts in this area will continue to require significant resources, and we may not always be successful in ensuring appropriate compliance by our Company, employees, consultants, or vendors, for whose compliance or lack thereof we may be held responsible and liable. Regular and special governmental audits, investigations and reviews, including the DOJ inquiry, could result in changes to our business practices. They could also result in significant or material premium refunds, fines, penalties, civil liabilities, criminal liabilities or other sanctions, including marketing and enrollment sanctions, suspension or exclusion from participation in government programs, and suspension or loss of licensure if we are determined to be in violation of applicable laws or regulations. Any of these audits, reviews, or investigations could have a material adverse effect on our financial position, results of operations or business, or could result in significant liabilities and negative publicity for us. Risks Related to Governmental Regulation Programs funded in whole or in part by the U. S. federal government account for a significant portion of our revenues. Programs funded in whole or in part by the U. S. federal government account for a significant portion of our Total revenues. As our government funded businesses grow, our exposure to changes in federal and state government policy with respect to and / or regulation of the various government funded programs in which we participate also increases. The laws and regulations governing participation in Medicare Advantage and Medicare Part D are complex, are subject to interpretation and can expose us to penalties for non- compliance. Federal, state and local governments have the right to cancel or not to renew their contracts with us on short notice without cause or if funds are not available. Funding for these programs is dependent on many factors outside our control, including general economic conditions, continuing government efforts to contain health care costs and budgetary constraints at the federal or applicable state or local level and general political

issues and priorities. The U. S. federal government and our other government customers also may reduce funding for health care or other programs, cancel or decline to renew contracts with us, or make changes that adversely affect the number of persons eligible for certain programs, the services provided to enrollees in such programs, our premiums and our administrative and health care and other benefit costs, any of which could have a material adverse effect on our businesses, results of operations and cash flows. We derive substantially all of our Total revenues from Medicare Advantage premiums and ~~Direct Contracting revenue and~~ expect to continue to derive a substantial portion of our Total revenues in the future from **Medicare Advantage premiums** ~~these lines of business~~ . Changes or developments in Medicare or the health insurance system and laws and regulations governing the health insurance markets in the United States could materially adversely affect our business, results of operations, financial condition, and prospects. Historically, Medicare Advantage premiums accounted for a significant portion of our Total revenues, and we expect that they will continue to account for a substantial portion of our Total revenues in the future. As currently structured, the premium rates paid to Medicare health plans like ours are established by contract, although the rates differ depending on a combination of factors, including upper payment limits established by CMS, a beneficiary' s health profile and status, age, gender, county or region, benefit mix, beneficiary eligibility categories, and a beneficiary' s risk score. As a consequence, our profitability is dependent on government funding levels for Medicare programs. Funding for Medicare depends on many factors outside of our control, including general economic conditions and budgetary constraints at the federal or applicable state level. For example, CMS has in the past reduced or frozen Medicare Advantage benchmarks, and additional cuts to Medicare Advantage benchmarks are possible. ~~CMS could apply similar changes to the DC Model in the future. See the risk factor entitled" — Our Non- Insurance business and continued participation in the Medicare fee- for- service market presents unique risks to our business."~~ Reductions or less than expected increases in funding for Medicare programs could significantly reduce our revenues and profitability. In addition, the Medicare Part A Hospital Insurance Trust Fund is currently estimated to be exhausted in 2026. If an unexpected reduction in payments, inadequate government funding, significantly delayed payments for Medicare programs or similar events were to occur, our business, results of operations, and financial condition could be adversely affected. Our business also depends upon the public and private sector of the U. S. insurance system, which is subject to a changing regulatory environment. Accordingly, the future financial performance of our business will depend in part on our ability to adapt to regulatory developments, including changes in laws and regulations or changes to interpretations of such laws or regulations, especially laws and regulations governing Medicare. For example, in March 2010, the Affordable Care Act (" ACA") became law. The ACA substantially changed the way healthcare is financed by both commercial and government payers and contains a number of provisions that impact our business and operations, including a requirement that MA plans spend at least 85 % of premium dollars on medical care, a requirement that CMS apply coding intensity adjustments to Medicare payments (which generated an across- the- board reduction to MA risk scores), and an expansion of Medicaid eligibility to additional categories of individuals. Since its enactment, there have been judicial and Congressional challenges to certain aspects of the ACA, as well as the act in its entirety, and there may be additional challenges and amendments to the ACA in the future. The resumption of Medicaid eligibility redeterminations after being suspended during the COVID- 19 pandemic could negatively impact the number of members eligible for our Medicaid plans. Additionally, ongoing healthcare reform efforts and measures may expand the role of government- sponsored coverage, including single payer or so called" Medicare- for- All" proposals, which could have far- reaching implications for the insurance industry if enacted, and reductions in the minimum age for Medicare eligibility. Some proposals would seek to eliminate the private marketplace, whereas others would expand a government- sponsored option to a larger population. We are unable to predict the full impact of healthcare reform initiatives on our operations in light of the uncertainty of whether initiatives will be enacted and the uncertainty regarding the terms and timing of any provisions enacted and the impact of any of those provisions on various healthcare and insurance industry participants. In particular, the expansion of government- sponsored coverage through" Medicare- for- All" or the implementation of a single payer system may require us to reevaluate the manner in which we commercialize our platform and products. Changes in laws, regulations, and guidelines governing health insurance may also be incompatible with various aspects of our business and require that we make significant modifications to our existing technology or practices. This may be costly and time- consuming to implement and could also harm our business, operating results, and financial condition. Various aspects of healthcare reform could also cause us to discontinue certain health insurance plans or prohibit us from distributing certain health insurance plans in particular jurisdictions. Our business, operating results, financial condition, and prospects may be materially and adversely affected if we are unable to adapt to developments in healthcare reform in the United States. State corporate practice of medicine and fee- splitting laws govern at least some of our business operations; violation of such laws could result in penalties and adversely affect our arrangements with contractors and our results of operations and financial condition. In several states where we operate through our subsidiaries, we must comply with state corporate practice of medicine laws that prohibit a business corporation from practicing medicine, employing physicians to practice medicine, or exercising control over medical treatment decisions by physicians. In these states, typically only medical professionals or professional corporations in which the shares are held by licensed physicians or other licensed medical professionals may provide medical care to patients. HMO' s are exempt from laws prohibiting the corporate practice of medicine in many states due to the integrated nature of the delivery system. Many states also have some form of fee- splitting law, prohibiting certain business arrangements that involve the splitting or sharing of medical professional fees earned by a physician or another medical professional for the delivery of healthcare services. Prohibitions on the corporate practice of medicine and fee- splitting between physicians and referral sources may be statutory or regulatory, or may be imposed through judicial or regulatory interpretation, and vary widely from state to state. Through our HMO subsidiary, we employ providers and other clinical staff to provide medical services to medically complex beneficiaries enrolled in our in- home primary care program, which does not charge any additional fees for the services provided. We believe our health services operations comply with applicable state law regarding the corporate practice of medicine and fee- splitting and similar issues. Despite structuring these

arrangements in ways that we believe comply with applicable law, governmental authorities may assert that we are engaged in the corporate practice of medicine or that our contractual arrangements with providers constitute unlawful fee- splitting. Moreover, we cannot predict whether changes will be made to existing laws, regulations, or interpretations, or whether new ones will be enacted or adopted. These events could cause us to be out of compliance with these requirements. If our arrangements are found to violate corporate practice of medicine or fee- splitting laws, our provision of services through our employed providers and clinical staff could be deemed impermissible, requiring us to do a restructuring or reorganization of our business, and we could be subject to injunctions or civil or, in some cases, criminal penalties. Failure to maintain satisfactory quality and performance measures may negatively affect our premium rates, subject us to penalties, limit or reduce our number of beneficiaries, impede our ability to compete for new business in existing or new markets or result in the termination of our contracts, or affect our ability to establish new health plans or expand current health plans. Any of these events could have a material adverse effect on our business, rate of growth and results of operations, financial condition, and cash flows. Quality scores are used by certain regulatory agencies to establish premium rates and / or calculate performance incentives. In the case of CMS, for example, Star Ratings are used to pay quality bonuses to MA plans to enable high scoring plans to offer enhanced health benefits for their members. Medicare Advantage and Part D plans with Star Ratings of five (5. 0) stars or higher are eligible for year- round open enrollment; conversely, plans with lower Star Ratings have more restricted times for enrollment of members. Medicare Advantage and Part D plans with Star Ratings of less than three (3. 0) stars in three consecutive years are denoted as" low performing" plans on the CMS website and in the CMS" Medicare and You" handbook. In addition, CMS has the authority to terminate Medicare Advantage and Part D contracts for plans rated below three (3. 0) stars in three consecutive years. As a result, Medicare Advantage and Part D plans that achieve higher Star Ratings may have a competitive advantage over plans with lower Star Ratings. The Star Ratings system considers various measures adopted by CMS, including, among others, quality of care, preventative services, chronic illness management and member satisfaction. Our Star Ratings may be negatively impacted if we fail to meet the quality, performance and regulatory compliance criteria established by CMS. Furthermore, the Star Ratings system is also subject to change annually by CMS, which may make it more difficult to achieve and maintain three (3. 0) stars or greater. For each year that our plans were rated, we received a Star Rating of 3. 0, except for the 2017 and 2022 Star Ratings, when the Star Rating for our PPO plan was 3. 5. Despite our operational efforts to improve our Star Ratings, there can be no assurances that we will be successful in maintaining or improving our Star Ratings in future years. For example, our Star Ratings may fall as a result of the COVID- 19 pandemic, since, among other factors, the deferrals of elective care during the pandemic could significantly impact the factors upon which our Star Ratings may be based. In addition, to the extent our members are concentrated in geographical areas or comprised of populations that experienced some of the earliest and more severe outbreaks of the virus, our Star Ratings could be disproportionately negatively impacted as compared to our competitors. Furthermore, our higher concentration of minority members and members residing in socioeconomically disadvantaged neighborhoods generally may make it more difficult for us to achieve and maintain high Star Ratings as compared to our competitors, given the well- documented health disparities among different minority and socioeconomic groups. Also, audits of our performance for past or future periods may result in downgrades to our Star Ratings. Failure to maintain satisfactory quality and service measures could also adversely affect our ability to establish new health plans or expand the business of our existing health plans. In addition, lower quality scores or Star Ratings, when compared to our competitors, may adversely affect our ability to attract members and obtain regulatory approval for acquisitions or expansions. If we do not maintain or continue to improve our Star Ratings, if we fail to meet or exceed our competitors' ratings, or if quality- based bonus payments are reduced or eliminated, we may experience a negative impact on our revenues and the benefits that our plans can offer, which could materially and adversely affect the marketability of our plans, our number of members, results of operations, financial condition and cash flows. The healthcare industry is heavily regulated and closely scrutinized by federal, state and local governments. Comprehensive statutes and regulations govern the manner in which we are compensated for providing coverage for our members and Non- Insurance Beneficiaries, our contractual relationships with our providers, vendors and beneficiaries, our marketing activities and other aspects of our operations **. Proposed changes to statutes and regulations may become the subject of campaign promises, litigation, administrative action, or legislation leading up to or following the 2024 Presidential election. In addition, even if regulations are not amended or repealed, the President and the executive branch of the federal government, as well as CMS have a significant impact on the implementation of regulation, and a new administration could make changes impacting such implementation which could harm our business, operating results and financial condition** . Of particular importance are: • the U. S. federal Anti- Kickback Statute, which prohibits the knowing and willful offer, payment, solicitation or receipt of any bribe, kickback, rebate or other remuneration for referring an individual, in return for ordering, leasing, purchasing or recommending or arranging for or to induce the referral of an individual or the ordering, purchasing or leasing of items or services covered, in whole or in part, by any federal healthcare program, such as Medicare and Medicaid. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the FCA; • the federal physician self- referral law, commonly referred to as the Stark Law, which, subject to limited exceptions, prohibits physicians from referring Medicare or Medicaid patients to an entity for the provision of certain" designated health services" if the physician or a member of such physician' s immediate family has a direct or indirect financial relationship (including an ownership interest or a compensation arrangement) with the entity, and prohibits the entity from billing Medicare or Medicaid for such designated health services; • the administrative simplification provisions of the HIPAA as amended by the Health Information Technology for Economic and Clinical Health Act (" HITECH") which impose a number of obligations on issuers of health insurance coverage and health benefit plan sponsors with respect to the privacy and security of health information and data standards regulation; • the criminal healthcare fraud provisions of HIPAA and related rules that prohibit knowingly and

willfully executing a scheme or artifice to defraud any healthcare benefit program or falsifying, concealing or covering up a material fact or making any material false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the federal Anti- Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; • the federal FCA that imposes civil and criminal liability on individuals or entities for knowingly filing, or causing to be filed, a false claim to the federal government, or the knowing use of false statements to obtain payment from the federal government. Suits filed under the FCA, known as qui tam actions, can be brought by any individual on behalf of the government and such individuals, commonly known as" whistleblowers," may share in any amounts paid by the entity to the government in fines or settlement; • state insurance holding company laws and regulations pertaining to licensing and plan solvency requirements; • reassignment of payment rules that prohibit certain types of billing and collection practices in connection with claims payable by the Medicare or Medicaid programs; • similar state law provisions pertaining to anti- kickback, self- referral, and false claims issues, some of which may apply to items or services reimbursed by any third- party payer; • state laws that prohibit general business corporations, such as us, from engaging in the corporate practice of medicine, controlling physicians' medical decisions or engaging in some practices such as splitting fees with physicians; • the provision of the Affordable Care Act that requires MA plans to spend at least 85 % of premium dollars on medical care; • federal and state laws that govern our relationships with pharmaceutical manufacturers, wholesalers, pharmacies, beneficiaries, and consumers; • federal and state legislative proposals and / or regulatory activity that could adversely affect pharmacy benefit industry practices, including the management and breadth of provider networks; the regulation of the development and use of drug formularies and / or maximum allowable cost list pricing; and regulations or regulatory activity increasing the regulation of prescription drug pricing, imposing additional rights to access to drugs for individuals enrolled in healthcare benefit plans or reducing the cost of such drugs to those individuals, imposing requirements relating to the receipt or required disclosure of rebates from pharmaceutical manufacturers, and restricting the use of average wholesale prices; • laws that regulate debt collection practices; • a provision of the Social Security Act that imposes civil and criminal penalties on healthcare providers who fail to disclose or refund known overpayments; and federal and state laws that prohibit providers from billing and receiving payment from Medicare and Medicaid for services unless the services are medically necessary, adequately and accurately documented, and billed using codes that accurately reflect the type and level of services rendered; • federal and state laws and policies that require healthcare providers to maintain licensure, certification or accreditation to enroll and participate in the Medicare and Medicaid programs, and to report certain changes in their operations to the agencies that administer these programs; • federal and state laws governing the ways in which we communicate with beneficiaries and market our services, including the Telephone Consumer Protection Act, the Controlling the Assault of Non- Solicited Pornography, and the Marketing Act; • with respect to our non- U. S. operations, we are subject to regulation in the jurisdictions in which those operations are organized or in which we conduct business as well as U. S. laws that regulate the conduct and activities of U. S. based businesses operating abroad, such as the export controls laws or the FCPA. The FCPA prohibits offering, promising, providing or authorizing others to give anything of value to a foreign government official to obtain or retain business or otherwise secure a business advantage; **and** • with respect to the operations of our therapeutics affiliate, the extensive, complex, and evolving laws and regulations applicable to the operations of our therapeutics affiliate, primarily those of the U. S. Food and Drug Administration (the" FDA"); and ~~• federal law governing CMMI models, such as the DC Model, including a requirement under section 1115A of the Social Security Act for CMMI to modify or terminate the design or implementation of a model if it is determined that it is not expected to achieve the aims of the statute to improve the quality of care without increasing Medicare spending, to reduce Medicare spending without reducing the quality of care, or to improve the quality of care and reduce spending.~~ Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our business activities could be subject to scrutiny or challenge under one or more of such laws ~~. Also, it is possible that some of our business activities, such as participation in the DC Model, could discontinue~~ . Achieving and sustaining compliance with these laws may also prove costly. We are currently and expect to be in communication with the certain regulators regarding our business. Failure to comply with these laws and other laws can result in civil and criminal penalties, such as fines, damages, overpayment, recoupment, loss of ability to provide in- home clinician services, loss of ability to access and use member data, loss of enrollment or licensure status or the ability to market our products, loss of the ability to expand into new markets, and exclusion from the Medicare and Medicaid programs. The risk of our being found in violation of these laws and regulations is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are sometimes open to a variety of interpretations. Our failure to accurately anticipate the application of these laws and regulations to our business or any other failure to comply with regulatory requirements could create liability for us and negatively affect our business. We also could be held responsible for the failure of any of our downstream vendors to follow applicable laws and regulations. Any action against us for violation of these laws or regulations, even if we successfully defend against it, could cause us to incur significant legal expenses, divert our management' s attention from the operation of our business, and result in adverse publicity. If Clover Assistant were to become subject to regulation by the FDA and we were unable to obtain the required approval or comply with these regulations, our business, results of operations, financial condition, and prospects may be materially and adversely affected. Medical or health- related software, including machine learning functionality and predictive algorithms, may be subject to regulation by the FDA if such software falls within the definition of a" medical device" under the federal Food, Drug, and Cosmetic Act (the" FDCA"). Currently, the FDA exercises enforcement discretion for certain low- risk software that meets criteria announced in its guidance documents. In addition, in December of 2016, President Obama signed into law the 21st Century Cures Act, which included exemptions from the definition of" medical device" for certain medical- related software, including software used for administrative support functions at a healthcare facility, software intended for maintaining or encouraging a healthy lifestyle, EHR software, software for transferring, storing, or displaying medical device data or in vitro

diagnostic data, and certain clinical decision support software. The FDA has also issued a number of guidance documents, concerning, for example, clinical decision software, to clarify how it intends to interpret and apply the new exemptions under the 21st Century Cures Act. Although we believe that our Clover Assistant platform does not meet the definition of medical device and / or meet the criteria that the FDA has announced for its exercise of enforcement discretion to apply, there is a risk that the FDA could disagree with our determination or that the FDA could develop new guidance documents or revise current guidance documents that would subject our platform to active FDA oversight. If the FDA determines that any of our current or future analytics applications, including Clover Assistant, are regulated as medical devices, we would become subject to various requirements under the FDCA and the FDA' s implementing regulations, including extensive requirements relating to premarket approval or clearance, labeling, manufacturing, adverse event reporting and quality controls, among others. Our business, results of operations, financial condition and prospects may be materially and adversely affected if we were to become subject to regulation by the FDA and were unable to obtain approval or comply with these regulations. If we are required to maintain higher statutory capital levels for our existing operations or if we are subject to additional capital reserve requirements as we pursue new business opportunities, our cash flows and liquidity may be adversely affected. Our MA plans are operated through regulated insurance subsidiaries in various states. These subsidiaries are subject to state regulations that, among other things, require the maintenance of minimum levels of statutory capital, or net worth, as defined by each state. One or more of these states may raise the statutory capital level from time to time. Other states have adopted risk- based capital requirements based on guidelines adopted by the National Association of Insurance Commissioners, which tend to be higher than existing statutory capital requirements. Regardless of whether the other states in which we operate adopt risk- based capital requirements, the state departments of insurance can require our regulated insurance subsidiaries to maintain minimum levels of statutory capital in excess of amounts required under the applicable state laws if they determine that maintaining additional statutory capital is in the best interests of our beneficiaries. Any other changes in these requirements could materially increase our statutory capital requirements. In addition, as we continue to expand our plan offerings in new states, add new beneficiaries, or pursue new business opportunities, we may be required to maintain additional statutory capital. In any case, our available funds could be materially reduced, which could harm our ability to implement our business strategies. Our use and disclosure of personally identifiable information, including health information, is subject to federal and state privacy and security regulations. Our failure to comply with those regulations or to adequately secure the information we hold could result in significant liability or reputational harm and, in turn, a material adverse effect on our client base and results of operations. Numerous U. S. federal and state laws and regulations govern the collection, dissemination, use, privacy, confidentiality, security, availability and integrity of personally identifiable information (" PII"), including protected health information (" PHI"). These federal and state laws and regulations include, but are not limited to HIPAA, as amended by HITECH, which we refer to collectively as HIPAA, and the California Consumer Privacy Act of 2018 ~~(the" CCPA") ~~, as amended by the California Privacy Rights Act (the" CPRA" **), which took effect on January 1, 2023 (the " CCPA "**). HIPAA establishes a set of basic national privacy and security standards for the protection of PHI by health plans, healthcare clearinghouses and certain healthcare providers, referred to as covered entities, which includes us, and the business associates with whom such covered entities contract for services, which also includes us. HIPAA requires healthcare payers and providers — and we are both — to develop and maintain policies and procedures with respect to PHI that is used or disclosed, including the adoption of administrative, physical and technical safeguards to protect such information. HIPAA also implemented the use of standard transaction code sets and standard identifiers that covered entities must use when submitting or receiving certain electronic healthcare transactions, including activities associated with the billing and collection of healthcare claims. Penalties for failure to comply with a requirement of HIPAA vary significantly depending on the nature of violation and could include civil monetary or criminal penalties. HIPAA also authorizes state attorneys general to file suit on behalf of their residents. Courts are able to award damages, costs and attorneys' fees related to violations of HIPAA in such cases. While HIPAA does not create a private right of action allowing individuals to sue us in civil court for violations of HIPAA, its standards have been used as the basis for duty of care in state civil suits such as those for negligence or recklessness in the misuse or breach of PHI. In addition, HIPAA mandates that ~~the~~ HHS conduct periodic compliance audits of HIPAA- covered entities or business associates for compliance with the HIPAA Privacy and Security Standards. It also tasks HHS with establishing a methodology whereby harmed individuals who were the victims of breaches of unsecured PHI may receive a percentage of the Civil Monetary Penalty fine paid by the violator. HIPAA further requires that patients be notified of any unauthorized acquisition, access, use or disclosure of their unsecured PHI that compromises the privacy or security of such information, with certain exceptions related to unintentional or inadvertent use or disclosure by employees or authorized individuals. HIPAA specifies that such notifications must be made" without unreasonable delay and in no case later than 60 calendar days after discovery of the breach." If a breach affects 500 patients or more, it must be reported to HHS without unreasonable delay, and HHS will post the name of the breaching entity on its public web site. Breaches affecting 500 patients or more in the same state or jurisdiction must also be reported to the local media. If a breach involves fewer than 500 people, the covered entity must record it in a log and notify HHS at least annually. Numerous other U. S. federal and state laws **, such as the CCPA,** protect the confidentiality, privacy, availability, integrity, and security of PII, including PHI. These laws in many cases are more restrictive than, and may not be preempted by, the HIPAA rules and may be subject to varying interpretations by courts and government agencies, creating complex compliance issues for us and our providers and business associates and potentially exposing us to additional expense, adverse publicity and liability. ~~The~~ **Among other things, the** CCPA **gives** ~~requires companies that process information regarding~~ California residents **expanded** ~~to make new disclosures to consumers about their~~ data ~~collection~~ **privacy rights** , **allowing** ~~use, and sharing practices, allows~~ consumers to opt out of certain data sharing with third parties ~~and exercise certain individual rights regarding their personal information~~ , provides a ~~new~~ **private** cause of action for data breaches, **imposes additional obligations such as data minimization** and **storage limitations;** ~~provides for penalties for non-~~ **on covered businesses; and forms a dedicated privacy regulator in -**

~~compliance of up to $ 7, 500 per violation. On November 3, 2020,~~ California ~~voters approved the CPRA, which amends the CCPA and extends the scope to apply to certain of our employees, their dependents, and other individuals residing in California. The CPRA' s substantive provisions became effective on January 1, 2023. The CPRA created a new California data protection agency specifically tasked to enforce the law, which will likely result in increased regulatory scrutiny of California businesses in the areas of data protection and security. Beginning July 1, 2023~~ , the California Privacy Protection Agency ~~will~~ **, to implement and enforce the law. The CCPA marked the beginning of a trend toward more stringent state data privacy legislation in the United States, which may result in significant costs to our business, damage our reputation, and require us to amend our business practices, and could adversely affect our business, especially to the extent the specific requirements vary from those and other existing laws. Four such laws, in Virginia, Colorado, Connecticut, and Utah,** have ~~full administrative authority to enforce~~ **taken effect in 2023, and at least** ~~the~~ **three more** ~~CPRA while the California Attorney General will retain civil enforcement authority. However, it remains unclear how stringent the California Privacy Protection Agency and the California attorney general' s office will be in enforcing the law~~ **laws in Montana** ~~. It also remains unclear how much private litigation will ensue under the data breach private right of action. In 2022~~ , **Texas and Oregon are scheduled** ~~we incurred costs implementing compliance processes leading up~~ to ~~the~~ **take** ~~effective~~ --- **effect** ~~date~~ **in 2024** . Similar laws have been proposed in other states and at the federal level. If passed, such laws may have potentially conflicting requirements that would make compliance challenging. In addition, in response to such laws, we may need to update and / or change our data collection practices, which may be costly, time- consuming, and present potential liability while we adapt to comply with such legislation. New health information standards, whether implemented pursuant to HIPAA, state or federal legislative action or otherwise, could have a significant effect on the manner in which we must handle healthcare related data, and the cost of complying with standards could be significant. If we do not comply with existing or new laws and regulations related to PHI, we could be subject to criminal or civil sanctions. Because of the extreme sensitivity of the personal information, including PHI, that we store and transmit, the security features of our technology platform are very important. **We** If our security measures, some of..... occurrences. Any potential security breach could also result in increased costs associated with liability..... result from a security incident. We contract with third parties for important aspects of the storage and transmission of beneficiary information, and thus rely on those third parties to manage functions that have material cyber- security risks. We attempt to address these risks by requiring subcontractors who handle beneficiary information to sign business associate agreements contractually requiring those subcontractors to adequately safeguard personal health data to the same extent that applies to us and in some cases by requiring such subcontractors to undergo third- party security examinations. However, we cannot ensure that these contractual measures and other safeguards will adequately protect us from the risks associated with the storage and transmission of such information on our behalf by our subcontractors. ~~could also~~ result in increased costs associated with liability for stolen assets or information,repairing system damage that may have been caused by such breaches,incentives offered to business partners in an effort to maintain our business relationships after a breach and implementing measures to prevent future occurrences,including organizational changes,deploying additional personnel and protection technologies,training employees and engaging third- party experts and consultants.While we maintain insurance covering certain security and privacy damages and claim expenses,we may not carry insurance or maintain coverage sufficient to compensate for all liability.In any event,insurance coverage would not address the reputational damage that could result from a security incident **.We** We also publish statements to our beneficiaries that describe how we handle and protect personal information. Any failure or perceived failure by us to maintain posted privacy policies that are accurate, comprehensive and fully implemented, and any violation or perceived violation of our privacy-, data protection-, or information security obligations to providers, beneficiaries, or other third parties could result in claims of deceptive practices brought against us ~~,~~ **.** That could lead to significant liabilities and consequences, including, without limitation, governmental investigations or enforcement actions, costs of responding to investigations, defending against litigation, settling claims and complying with regulatory or court orders, all of which could have material impacts on our revenues and results of operations. Furthermore, the Federal Trade Commission and many state attorneys general continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination, and security practices that appear to be unfair or deceptive. There are **also** a number of legislative proposals in the United States, at both the federal and state level, that could impose new obligations or liability for copyright infringement by third parties violating those laws. We cannot yet determine the impact that future laws, regulations, and standards may have on our business. Risks Related to Our Intellectual Property Failure to protect or enforce our intellectual property rights could impair our ability to protect our internally- developed technology and our brand, and our business may be adversely affected. Our success is dependent, in part, upon protecting our intellectual property rights, internally- developed technology, and other proprietary information. We rely and expect to continue to rely on a combination of trademark, copyright, patent, and trade secret protection laws to protect our intellectual property rights, internally- developed technology and other information that we consider proprietary. Additionally, we maintain a policy requiring our employees, consultants, independent contractors, and third parties who are engaged to develop any intellectual property for us to enter into confidentiality and invention assignment agreements to control access to and use of our technology and other information that we consider proprietary and to ensure that any intellectual property developed by such employees, contractors, consultants, and other third parties is assigned to us. However, we cannot guarantee that such confidentiality and proprietary agreements or other employee, consultant, or independent contractor agreements we enter into will adequately protect our intellectual property rights, internally- developed technology and other information that we consider proprietary. In addition, we cannot guarantee that these agreements will not be breached, that we will have adequate remedies for any breach, or that the applicable counter- parties to such agreements will not assert rights to our intellectual property rights, internally- developed technology or other information that we consider proprietary arising out of these relationships. Furthermore, the steps we have taken and may take in the future may not prevent misappropriation of our internally- developed solutions or technologies, particularly with respect to officers and employees who are no longer employed

by us. In addition, third parties may knowingly or unknowingly infringe or circumvent our intellectual property rights, and we may not be able to prevent infringement even after incurring substantial expense. Litigation brought to protect and enforce our intellectual property rights would be costly, time- consuming, and distracting to management and key personnel, and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights. If the protection of our intellectual property rights is inadequate to prevent use or misappropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our platform and methods of operations. Any of these events would have a material adverse effect on our business, results of operations, and financial condition. Our failure to obtain or maintain the right to use certain of our intellectual property could negatively affect our business. Our future success and competitive position depends in part upon our ability to obtain or maintain certain intellectual property used in our platform and products. While we have patent applications pending in the United States, we have not applied for patent protection in foreign jurisdictions, and we may be unable to obtain patent protection for the technology covered in our patent applications. In addition, we cannot ensure that any of the patent applications will be approved or that the claims allowed on any patents issued in the future will be sufficiently broad to protect our technology or platform and provide us with competitive advantages. Furthermore, any patents that may be issued may be challenged, invalidated, or circumvented by third parties. Many patent applications in the United States may not be public for a period of time after they are filed. Since publication of discoveries in the scientific or patent literature tends to lag behind actual discoveries by several months, we cannot be certain that we will be the first creator of inventions covered by any patent application we make or that we will be the first to file patent applications on such inventions. Because some patent applications may not be public for a period of time, there is also a risk that we could adopt a technology without knowledge of a pending patent application; that technology would infringe a third- party patent once that patent is issued. We also rely on unpatented internally- developed technology. It is possible that others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology. To protect our trade secrets, internally- developed technology, and other information that we consider proprietary, we require employees, consultants, and independent contractors to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know- how, internally- developed technology, or other information that we consider proprietary in the event of any unauthorized use, misappropriation, or disclosure of such trade secrets, know- how, internally- developed technology, or other information that we consider proprietary. If we are unable to maintain our rights in our internally- developed technologies and other intellectual property, our business would be materially adversely affected. We rely on our trademarks, trade names, and brand names to distinguish our solutions and branding from the products of our competitors, and we have registered or applied to register many of these trademarks in the United States and certain countries outside the United States. However, occasionally third parties may have already registered identical or similar marks for products or solutions that also address our key markets. As we rely in part on brand names and trademark protection to enforce our intellectual property rights, efforts by third parties to limit use of our brand names or trademarks and barriers to the registration of brand names and trademarks in various countries may restrict our ability to promote and maintain a cohesive brand throughout our key markets. There can also be no assurance that our pending or future U. S. or foreign trademark applications will be approved in a timely manner or at all, or that such registrations will effectively protect our brand names and trademarks. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. If our trademarks are successfully challenged, we could be forced to rebrand our platform, which would result in loss of brand recognition and would require us to devote resources to advertising and marketing new brands. We could incur substantial costs as a result of any claim of infringement of another party' s intellectual property rights. There is considerable activity in connection with the development of intellectual property, whether or not patentable, in our industry. Our competitors, as well as a number of other entities, including non- practicing entities and individuals, may own or claim to own intellectual property relating to our industry and our business. As we face increasing competition and our public profile increases, the possibility of intellectual property rights claims against us may also increase. Our competitors or other third parties may in the future claim that we are infringing upon, misappropriating, or violating their intellectual property rights, even if we are unaware of such intellectual property rights. Such claims, regardless of merit, may result in litigation. The costs of supporting such litigation are considerable, and such litigation may divert management and key personnel' s attention and resources, which could materially harm our business, results of operations, and financial condition. We may be required to settle such litigation on terms that are unfavorable to us. For example, a settlement may require us to obtain a license to continue practices found to be in violation of a third party' s rights, which may not be available on reasonable terms and may significantly increase our Operating expenses. A license to continue such practices may not be available to us at all. As a result, we may also be required to develop alternative non- infringing technology or practices or discontinue the allegedly infringing practices. The development of alternative non- infringing technology or practices would require significant effort and expense. Similarly, if any litigation to which we may be a party fails to settle and we go to trial, we may be subject to an unfavorable judgment may not be reversible upon appeal. For example, the terms of a judgment may require us to cease some or all of our operations or require the payment of substantial amounts to the other party. Any of these events would cause our business and results of operations to be materially and adversely affected. In addition, we have agreed to indemnify our providers against certain claims, which may include claims that our platform and products infringe the intellectual property rights of such third parties. Our business could be adversely affected by any significant disputes between us and our providers as to the applicability or scope of our indemnification obligations to them. Our use of" open source" and third- party software could impose unanticipated conditions or restrictions on our ability to commercialize our solutions and could subject us to possible litigation. A portion of the technologies we use in Clover Assistant incorporates" open source" software, and we may incorporate open source software in Clover Assistant in the future. From time to time, companies that use third- party open

source software have faced claims challenging the use of such open source software and their compliance with the terms of the applicable open source license. We may be subject to suits by parties claiming ownership of what we believe to be open source software, or claiming non- compliance with the applicable open source licensing terms. Some open source licenses require end-users who distribute or make available across a network software and services that include open source software to make available all or part of such software (which in some circumstances could include valuable proprietary code) at no cost, or to license such code under the terms of the particular open source license. While we employ practices designed to monitor our compliance with the licenses of third- party open source software and protect our valuable internally- developed source code, we may inadvertently use third- party open source software in a manner that exposes us to claims of non- compliance with the applicable terms of such license, including claims for infringement of intellectual property rights or for breach of contract. Additionally, if a third- party software provider has incorporated open source software into software that we license from such provider, we could be required to disclose source code that incorporates or is a modification of such licensed software. Furthermore, there is an increasing number of open- source software license types, almost none of which have been tested in a court of law, resulting in a dearth of guidance regarding the proper legal interpretation of such license types. If an author or other third party that distributes open source software that we use or license were to allege that we had not complied with the conditions of the applicable open source license, we could expend substantial time and resources to re- engineer some or all of our software or be required to incur significant legal expenses defending against such allegations. We could be subject to significant damages, enjoined from the use of our platform, products, or other technologies we use in our business that contained the open source software, and required to comply with the foregoing conditions, including public release of certain portions of our internally- developed source code. In addition, the use of third- party open source software typically exposes us to greater risks than the use of third- party commercial software because open- source licensors generally do not provide warranties or controls on the functionality or origin of the software. Use of open source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to determine how to compromise our platform. Any of the foregoing could be harmful to our business, financial condition, or results of operations. While we rely on software licensed from third parties for internal tools we use to operate our business we do not currently in-license any intellectual property. However, in the future, we may need to obtain licenses from third parties to use intellectual property rights associated with the development of our platform, products, and other internal tools, which might not be available on acceptable terms, or at all. Any loss of the right to use any third- party software required for the development and maintenance of our platform, products, or other internal tools could result in loss of functionality or availability of our platform, products, or other internal tools until equivalent technology is either developed by us, or, if available, is identified, obtained, and integrated. Any errors or defects in third- party software could result in errors or a failure of our platform, products, or other internal tools. Any of the foregoing could disrupt the deployment of our platform, products, or other internal tools and harm our business, results of operations, and financial condition. Risks Related to Ownership of our Securities The market prices and trading volume of our shares of Class A common stock have experienced periods of extreme volatility and steep declines. Volatility could return and price declines could continue going forward in ways that may be unrelated, or disproportionate, to our operating performance. The market prices and trading volume of our shares of Class A common stock experienced periods of extreme volatility during 2022, and such volatility could return, We believe that the extreme volatility we experienced during that time reflected market and trading dynamics unrelated to our underlying business, or macro or industry fundamentals. We do not know if these dynamics will return or how long they will last if they return. In addition, the market price of our Class A common stock **has** declined sharply ~~during 2022~~ **in the recent years**. Volatility or declines in our trading price could make it more difficult to attract and retain talent, adversely impact employee retention and morale, and may require us to issue more equity to incentivize team members, which could dilute stockholders. Overall, there are various factors, some of which are beyond our control, that could negatively affect the market price of our Class A common stock or result in fluctuations in the price or trading volume of our Class A common stock, including the following • overall performance of the equity markets and the economy as a whole; • changes in the financial projections we may provide to the public or our failure to meet these projections; • actual or anticipated changes in our growth rate relative to that of our competitors; • changes in the anticipated future size or growth rate of our addressable markets; • announcements of new products and services, technological and platform updates or enhancements, or of acquisitions, strategic partnerships, joint ventures or capital- raising activities or commitments, by us or by our competitors; • disruptions to Clover Assistant or our other technology; • additions or departures of board members, management or key personnel; • failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors; • rumors and market speculation involving us or other companies in our industry; • research or reports that securities analysts or others publish about us or our business; • new laws or regulations or new interpretations of existing laws or regulations applicable to our business, including those related to Medicare; • lawsuits threatened or filed against us or investigations by governmental authorities; • other events or factors, including those resulting from war, incidents of terrorism, or responses to these events; • health epidemics, such as the COVID- 19 pandemic, influenza, and other highly communicable diseases; and • sales of shares of our Class A common stock by us or our stockholders. In addition, the stock market with respect to newly public companies, particularly companies in the healthcare and technology industries, have experienced significant price and volume fluctuations that have affected and continue to affect the market prices of stock prices of these companies. In the past, stockholders have instituted securities class action litigation against public companies following periods of market volatility. For example, following periods of volatility in the trading price of our Class A common stock, in 2021, we and certain of our directors and officers were named as defendants in putative class actions alleging various securities law violations. We may be the target of this type of litigation in the future as well. Securities litigation against us could result in substantial costs and divert resources and the attention of management, which could adversely affect our business. Further, we provide

indemnification for our officers and directors for certain claims in connection with such litigation. Large indemnity payments could adversely affect our business, results of operations, and financial condition. If our Class A common stock **does not satisfy NASDAQ' s minimum bid** price **rules** ~~declines from current levels~~, our Class A common stock may be subject to delisting from NASDAQ If the closing bid price of our Class A common stock is less than $ 1. 00 per share for 30 consecutive trading days, we may receive a letter from the staff of The NASDAQ Stock Market LLC stating that our Class A common stock will be delisted unless we are able to regain compliance with the minimum price Nasdaq Listing Rule requirement. **In recent months, our Class A common stock closing bid price has been below $ 1. 00 on multiple occasions, including from December 26, 2023 through February 1, 2024, and most recently from February 16, 2024 through March 13, 2024.** The listing requirement provides that we must maintain a closing bid price for our Class A common stock of at least $ 1. 00 per share. We cannot guarantee that our stock price will continue to trade above $ 1. 00 per share or otherwise meet the NASDAQ listing requirements. Therefore our Class A common stock may in the future be subject to delisting. If our Class A common stock is delisted, this would, among other things, substantially impair our ability to raise additional funds and could result in a loss of institutional investor interest and fewer development opportunities for us **. Furthermore, a delisting would likely have a negative effect on the price of our Class A common stock and would impair the ability of stockholders to sell or purchase our Class A common stock when they wish to do so. In the event of a delisting, we would expect to take actions to restore our compliance with NASDAQ' S listing requirements, but we can provide no assurance that any such action taken by us would allow our Class A common stock to become listed again, lead to stability in the market price of our Class A common stock, improve the liquidity of our Class A common stock, prevent our Class A common stock from dropping below the NASDAQ minimum bid price requirement, or prevent future non- compliance with NASDAQ' S listing requirements. As a result of these factors, a delisting of our Class A common stock from NASDAQ would have an adverse impact on the trading, liquidity, and market price of our Class A common stock** . Our business and financial performance may differ from any projections that we disclose or any information that may be attributed to us by third parties. From time to time, we may provide guidance via public disclosures regarding our projected business or financial performance. However, any such projections involve risks, assumptions and uncertainties, and our actual results could differ materially from such projections. Factors that could cause or contribute to such differences include, but are not limited to, those identified in these Risk Factors, some of which are not predictable or within our control. Other unknown or unpredictable factors also could adversely impact our performance. Except as required by law, we undertake no obligation to update or revise any projections, whether as a result of new information, future events or otherwise. In addition, various news sources, bloggers, and other publishers often make statements regarding our historical or projected business or financial performance, and you should not rely on any such information even if it is attributed directly or indirectly to us. Sales of substantial amounts of our securities in the public markets, or the perception that they might occur, could cause the market price of our Class A common stock to decline. Sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers, principal stockholders and their respective affiliates, or the perception that these sales might occur, could cause the market price of our common stock to decline and may make it more difficult for our other stockholders to sell their shares of common stock at a time and price that they deem appropriate. At December 31, ~~2022~~ **2023** , our directors and officers and their affiliated entities collectively owned approximately ~~20~~ **22** . ~~9~~ **6** % of the total outstanding shares of Class A and Class B common stock. In addition, at December 31, ~~2022~~ **2023** , we had options outstanding that, if fully exercised, would result in the issuance of ~~25~~ **24** , ~~631~~ **041** , ~~685~~ **753** shares of Class B common stock, and we had restricted stock units (" RSUs") outstanding that would result in the issuance of ~~44~~ **37** , ~~173~~ **488** , ~~855~~ **459** shares of Class B common stock. All of the shares of Class A common stock issuable upon the conversion of Class B common stock issuable upon exercise or settlement of stock options and RSUs, and the shares reserved for future issuance under our equity incentive plans, were registered for public resale under the Securities Act. Accordingly, these shares will be able to be freely sold in the public market upon issuance subject to applicable vesting requirements. We identified material weaknesses in our internal control over financial reporting for the year ended December 31, 2021. While management remediated these material weaknesses in the first quarter of 2022, our failure to establish and maintain effective internal control over financial reporting more generally could adversely affect our ability to produce timely and accurate financial statements and comply with disclosure and other requirements. This could harm investor confidence in our company and the trading price of our Class A common stock. As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the" Exchange Act"), the Sarbanes- Oxley Act and the rules and regulations of the applicable listing standards of Nasdaq. The Sarbanes- Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In connection with the preparation of the audited financial statements of our company and its consolidated subsidiaries for the year ended December 31, 2021, we identified a material weakness in our internal control over financial reporting. While management remediated this material weakness in the first quarter of 2022, our remedial measures related to the material weakness that we identified for the year ended December 31, 2021 may be insufficient to address the material weakness. Furthermore, additional weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Further, current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports that are filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our

reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq. In addition to our results determined in accordance with GAAP, we believe certain non- GAAP measures may be useful in evaluating our operating performance. We have presented, and intend to continue to present, certain non- GAAP financial measures in filings with the SEC and other public statements. Any failure to accurately report and present our non- GAAP financial measures could cause us to fail to meet our reporting obligations and could cause investors to lose confidence in our reported financial and other information. This would likely have a negative effect on the trading price of our Class A common stock. In order to maintain and improve our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting- related costs and investments to strengthen and maintain our accounting systems and significant management oversight. If any of these new or improved controls and systems do not perform as expected, we may experience additional material weaknesses in our controls. We do not intend to pay dividends for the foreseeable future. We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. The dual class structure of our common stock has the effect of concentrating voting control with certain stockholders, including our directors and executive officers and their respective affiliates, who held in the aggregate ~~66~~ **70** . ~~5~~ **7** % of the voting power of our capital stock at December 31, ~~2022~~ **2023** . This ownership will limit or preclude the ability of our other stockholders to influence corporate matters, 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 transaction requiring stockholder approval. Our Class B common stock has 10 votes per share, and our Class A common stock has one vote per share. At December 31, ~~2022~~ **2023** , our directors, executive officers, and their affiliates held in the aggregate ~~66~~ **70** . ~~5~~ **7** % of the voting power of our capital stock. Because of the 10- to- 1 voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively could continue to control a significant percentage of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders for approval until the date of automatic conversion described below, when all outstanding shares of Class B common stock and Class A common stock will convert automatically into shares of a single class of common stock. So long as ~~43~~ **63** , ~~490~~ **992** , ~~333~~ **808** shares of Class B common stock remain outstanding, the holders of our Class B common stock will be able to control the outcome of matters submitted to a stockholder vote. This concentrated control may limit or preclude the ability of other stockholders to influence corporate matters for the foreseeable future, 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 transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may believe are in your best interest as one of our stockholders. Future transfers by holders of Class B common stock will generally result in those shares converting to shares of Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. In addition, each of the outstanding shares of Class B common stock will convert automatically into one share of Class A common stock upon the earliest of (i) January 7, 2031, (ii) the separation date of the last to separate of Vivek Garipalli and Andrew Toy (the" Founders"), (iii) the date that is one (1) year after the death or permanent disability of the last to die or become disabled of the Founders and (iv) the date specified by the affirmative vote of the holders of our Class B common stock representing not less than two- thirds (2 / 3) of the voting power of the outstanding shares of our Class B common stock, voting separately as a single class. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares over the long term. As a result, it is possible that one or more of the persons or entities holding our Class B common stock could gain significant voting control as other holders of Class B common stock sell or otherwise convert their shares into Class A common stock. Our dual class structure may negatively impact the trading price of our Class A common stock. ~~Certain index providers have announced restrictions on including companies with~~ **Several stockholder advisory firms and large institutional investors oppose the use of** multiple ~~-~~class ~~share~~ structures ~~in certain of their indices~~ . **As a result** ~~For example, S & P Dow Jones has announced restrictions on including companies with multiple- class share structures in certain of their indices, including the S & P 500. Under such announced policies~~ , the dual class structure of our common stock ~~would make~~ **may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause** us **to change our capital structure** ~~ineligible for inclusion in certain indices and~~ , ~~as a~~ **and may** result **in large institutional investors** ~~, mutual funds, exchange- traded funds, and other investment vehicles that attempt to passively track those indices would~~ not ~~invest in~~ **purchasing shares of** our Class A common stock ~~. These policies are relatively new and it is unclear what effect, if any, they will have on the valuations of publicly- traded companies excluded from such indices, but it is possible that they may depress valuations, as compared to similar companies that are included. Because of the dual class structure of our common stock, we will likely be excluded from certain indices, and we cannot assure you that other stock indices will not take similar actions. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds~~ and could **result in a less active trading** ~~make~~ **market for** our Class A common stock ~~less attractive to other~~ . **Any actions or publications by stockholder advisory firms or institutional** investors ~~. As a result,~~ **critical of our corporate governance practices or capital structure could also adversely affect** the **value** ~~trading price~~ of our Class A common stock ~~could be adversely affected. Our directors, executive officers and principal stockholders will have substantial control over us, which could limit the ability of our other stockholders to influence the outcome of key transactions, including a change of control~~ . Our ability to use our net

operating losses to offset future taxable income may be subject to certain limitations. In general, under Section 382 of the U. S. Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an" ownership change" is subject to limitations on its ability to utilize its pre- change net operating losses, or NOLs, to offset future taxable income. A Section 382" ownership change" generally occurs if one or more stockholders or groups of stockholders who own at least 5 % of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three- year period. Similar rules may apply under state tax laws. At December 31, ~~2022~~ **2023** , we had approximately $ 1, ~~401~~ **525** . ~~6~~ **4** million of federal net operating loss carryforwards. The federal net operating loss carryforwards created subsequent to the year ended December 31, 2017, of $ 1, ~~106~~ **220** . ~~1~~ **0** million carry forward indefinitely, while the remaining federal net operating loss carryforwards of $ 295. 1 million begin to expire in 2033. Our ability to utilize NOLs may be subject to limitations due to prior ownership shifts, which could result in an ownership change under Section 382 of the Code, further limiting our ability to utilize NOLs arising prior to such ownership change in the future. A portion of our total NOLs may also be limited by special rules known as Separate Return Limitation Year rules. There is also a risk that due to statutory or regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities. We have recorded a full valuation allowance against the deferred tax assets attributable to our NOLs. Restrictions on our ability to obtain funds from our regulated subsidiaries could materially and adversely affect our results of operations, financial condition and cash flows. Because we operate as a holding company, we are dependent on dividends and administrative expense reimbursements from our subsidiaries to fund our obligations. Many of these subsidiaries are regulated by departments of insurance or similar regulatory authorities. We are also required by law or regulation to maintain specific prescribed minimum amounts of capital in these subsidiaries. The levels of capitalization required depend primarily on the volume of premium revenues generated by the applicable subsidiary. In most states, we are required to seek approval by state regulatory authorities before we transfer money or pay dividends from our regulated subsidiaries that exceed specified amounts. An inability of our regulated subsidiaries to pay dividends to their parent companies in the desired amounts or at the time of our choosing could adversely affect our ability to reinvest in our business through capital expenditures or business acquisitions, as well as our ability to pay dividends, repurchase shares of our common stock and repay our debt. If we are unable to obtain sufficient funds from our subsidiaries to fund our obligations, our results of operations, financial condition, and cash flows could be materially and adversely affected. The requirements of being a public company may strain our resources and divert management' s attention. As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, the listing standards of Nasdaq and other applicable securities rules and regulations. The requirements of these rules and regulations have increased, and will continue to increase our legal, accounting, and financial compliance costs, made some activities more difficult, time- consuming, and costly, and placed significant strain on our personnel, systems, and resources. For example, the Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations. Changing laws, regulations, and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time- consuming. These laws, regulations, and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest substantial resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management' s time and attention from business operations to compliance activities. If our efforts to comply with new laws, regulations, and standards differ from what is intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could expose us to greater than anticipated tax liabilities. Our income tax obligations are based in part on our corporate structure and intercompany arrangements, including the way we develop, value, and use our intellectual property and the valuations of our intercompany transactions. The tax laws applicable to our business, including the laws of the United States and other jurisdictions, are subject to interpretation, and certain jurisdictions may aggressively interpret their laws in an effort to raise additional tax revenue. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could increase our effective tax rate and harm our financial condition and results of operations. It is possible that tax authorities may disagree with certain positions we have taken and any adverse outcome of such a review or audit could have a negative effect on our financial position and results of operations. Further, the determination of our provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our results of operations in the period or periods for which such determination is made. Our trading price and trading volume could decline if securities or industry analysts do not publish research about our business, or if they publish unfavorable research. We cannot assure that any equity research analysts will adequately provide research coverage of our Class A common stock. A lack of adequate research coverage may harm the liquidity and trading price of our Class A common stock. To the extent equity research analysts do provide research coverage of our Class A common stock, we will not have any control over the content and opinions included in their reports. The trading price of our Class A common stock could continue to decline if one or more equity research analysts downgrade our stock or publish other unfavorable commentary or research. If one or more equity research analysts cease coverage of our company, or

fail to regularly publish reports on us, the demand for our Class A common stock could decrease, which in turn could cause our trading price or trading volume to decline. Applicable insurance laws may make it difficult to effect a change of control. Under applicable state insurance laws and regulations, no person may acquire control of a domestic insurer until written approval, or exemption therefrom, is obtained from the state insurance commissioner for the proposed acquisition. Such approval would be contingent upon the state insurance commissioner' s consideration of a number of factors including, among others, the financial strength of the proposed acquire, the acquirer' s plans for the future operations of the domestic insurer and any anti- competitive results that may arise from the consummation of the acquisition of control. Our two insurance subsidiaries are domiciled in New Jersey and per the applicable laws and regulations of New Jersey, generally no person may acquire control of any insurer, whether by purchase of its securities or otherwise, unless it gives prior notice to the insurer and has received prior approval, or exemption therefrom, from the Commissioner of the New Jersey Department of Banking and Insurance (" NJ DOBI"). Under New Jersey insurance law, an entity is presumed to have control of an insurance company if it owns, directly or indirectly, 10 % or more of the voting stock of that insurance company or its parent company. To the extent that the NJ DOBI determines that the transactions require its consent pursuant to a Form A or exemption therefrom, there can be no assurance that the NJ DOBI' s consent will be obtained or that the NJ DOBI will not impose fines, penalties or sanctions in connection with the transactions. In addition, as Form A requirements can be burdensome, such requirements could discourage potential acquisition proposals in the future and may delay, deter or prevent change of control transactions, including transactions that some or all of the stockholders might consider to be desirable. These requirements may also inhibit our ability to acquire an insurance company should we wish to do so in the future. Certain provisions in our corporate charter documents and under Delaware law may prevent or hinder attempts by our stockholders to change our management or to acquire a controlling interest in us. The trading price of our Class A common stock may decline as a result. There are provisions in our amended and restated certificate of incorporation and amended and restated bylaws that may make it difficult for a third party to acquire, or attempt to acquire, control of our Company, even if a change in control were considered favorable by our stockholders. These anti- takeover provisions include: • a classified Board so that not all members of our Board are elected at one time; • the ability of our Board to determine the number of directors and to fill any vacancies and newly created directorships; • a requirement that our directors may only be removed for cause; • a prohibition on cumulative voting for directors; • the requirement of a super- majority to amend some provisions in our amended and restated certificate of incorporation and amended and restated bylaws; • authorization of the issuance of" blank check" preferred stock that our Board could use to implement a" poison pill" to deter a takeover of our company; • provide for a dual class common stock structure in which holders of our Class B common stock, which has 10 votes per share, have the ability to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our combined Class B and Class A common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets; • an inability of our stockholders to call special meetings of stockholders; and • a prohibition on stockholder actions by written consent, thereby requiring that all stockholder actions be taken at a meeting of our stockholders. Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibit a person who owns 15 % or more of our outstanding voting stock from merging or combining with us for a three- year period beginning on the date of the transaction in which the person acquired in excess of 15 % of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Any provision in our amended and restated certificate of incorporation, our amended and restated bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock, and could also affect the price that some investors are willing to pay for our Class A common stock. Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America, as the exclusive forums for certain disputes between us and our stockholders, which will restrict our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees. Our amended and restated certificate of incorporation provide that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: any derivative action or proceeding brought on our behalf, any action asserting a breach of a fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine. The provisions would not apply to suits brought to enforce a duty or liability created by the Securities Act, the Exchange Act or any other claim for which the U. S. federal courts have exclusive jurisdiction. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi- forum litigation. However, these choice of forum provisions 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. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring such a claim arising under the Securities Act against us, our directors, officers, or other employees in a venue other than in the federal district courts of the United States of America. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of

incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions, and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.