

Risk Factors Comparison 2025-03-05 to 2024-03-12 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text** Section

Summary of Risk Factors An investment in our securities involves substantial risk. The occurrence of one or more of the events or circumstances described in the section entitled “ Risk Factors, ” alone or in combination with other events or circumstances, may have a material adverse effect on our business, cash flows, financial condition and results of operations. Important factors and risks that could cause actual results to differ materially from those in the forward- looking statements include, among others, the following:

- **Risks Related to our Business** ◦ Rapidly evolving domestic and global economic conditions are beyond our control and could materially adversely affect our business, operations, and results of operations. ◦ ~~Pandemics, or a resurgence of a pandemic such as COVID-19, may adversely affect our business, financial condition, liquidity or results of operations.~~ ◦ ~~We may not be able to sustain our revenue growth rate in the future.~~ ◦ Failure to retain existing customers or identify and attract new customers could adversely affect our business, financial condition and results of operations. ◦ **Any failure by us to identify, manage, integrate and complete acquisitions and other significant transactions successfully could harm our financial results, business and prospects.** ◦ Data and security breaches could compromise our systems and confidential information, cause reputational and financial damage, and increase risks of litigation, which could adversely affect our business, financial condition and results of operations. ◦ System outages, data loss or other interruptions affecting our operations could adversely affect our business and reputation. ◦ ~~Disruptions at our primary production facility may adversely affect our business, results of operations and /or financial condition.~~ ◦ We may not be able to recruit, retain and develop qualified personnel, including for areas of newer specialized technology which could adversely affect our ability to grow our business. ◦ Our future growth may depend upon our ability to develop, ~~introduce, manufacture,~~ and commercialize new products, ~~which can and we may~~ be a lengthy and complex process. If we are unable to introduce new products and services in a timely manner, ~~our business could be materially adversely affected.~~ ◦ A disruption in our operations or supply chain or the performance of our suppliers and / or development partners could adversely affect our business and financial results. ◦ We have limited experience in the digital assets industry and may not succeed in fully commercializing the products and solutions derived from the Arculus **technology** platform. ◦ Digital asset wallet storage systems, such as the Arculus Cold Storage Wallet, are subject to risks related to a loss of funds due to theft of digital assets, security and cybersecurity risks, system failures and other operational issues, which could cause damage to our reputation and brand. ◦ Regulatory changes or actions may restrict the use of the Arculus Cold Storage Wallet or digital assets in a manner that adversely affects our business, prospects or operations. ◦ Security markets, including the market for authentication solutions, are rapidly evolving to address increasing and challenging cyber threats, including identity theft, and the Company's Arculus Authenticate solutions may not achieve widespread market acceptance. ◦ **Our** In addition, there is a risk that the Arculus Authenticate solutions may not **achieve widespread market acceptance or may not** provide **sufficient** protection against all or a sufficient amount of the ever- changing security vulnerabilities, exploits or cyber attacks. ◦ Production quality and manufacturing process disruptions could adversely affect our business. • **Risks Related to the Resolute Transaction** ◦ We are **a controlled company following the** dependent on certain distribution partners for distribution of our products and services. A loss of distribution partners could adversely affect our business. ◦ We face competition -- **completion that of the Resolute Transaction, and are subject to the significant influence of Resolute, which** may result in **conflicts** a loss of **interest** our market share and /or a decline in profitability **limit the governance protections available to other shareholders**. • **Risks Related to Management Agreement** ◦ **Our reliance on Resolute Holdings for management services under the Management Agreement exposes us to risks including those related to Resolute Holdings' substantial influence over our business, operations, and strategy.** • **Risks Related to** our Indebtedness. ◦ **Our** We have a substantial amount of indebtedness, which may limit our operating flexibility and could adversely affect our business, financial condition and results of operations. ◦ Upon the occurrence of an event of default **in our** relating to the Company's credit facility, the lenders could elect to accelerate payments due and terminate all commitments to extend further credit. ◦ The debt outstanding under the Company's existing credit facility has a variable rate of interest that is currently based on the Secured Overnight Financing Rate (“ SOFR ”). These rates may have consequences that cannot be reasonably predicted and may increase the Company's cost of borrowing in the future. • **Risks Related to the ownership of our Securities** ◦ Our only significant asset is our ownership of CompoSecure Holdings, L. L. C. (“ Holdings”). If the business of Holdings is not profitably operated, ~~we Holdings~~ may be unable to ~~pay us dividends or~~ make distributions to enable us to ~~pay any dividends on our common stock or~~ satisfy our other financial obligations. ◦ Provisions in our charter (**the " Charter "**) and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our common stock and could entrench management. ◦ As an “ emerging growth company, ” we cannot be certain if the reduced disclosure requirements applicable to “ emerging growth companies ” will make our common stock less attractive to investors. ◦ If our performance does not meet market expectations, the price of our securities may decline. ◦ **The warrants, each of which entitles the registered holder to purchase one share of the Company's Class A Common Stock at a price of \$ 7.97 per share (as adjusted effective February 28, 2025) (the " Warrants ") may never be not remain** in the money, and they may expire worthless. Investing in our securities involves risks. Before you make a decision to buy our securities, in addition to the risks and uncertainties discussed above under “ Cautionary Note Regarding Forward- Looking Statements, ” you should carefully consider the specific risks set forth herein. If any of these risks actually occur, it may materially harm our business, financial condition, liquidity and results of operations. As a result, the market price of our securities could decline, and you could lose all or part of your investment. Additionally, the risks and uncertainties described in this report, or in any document

incorporated by reference herein, are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may become material and adversely affect our business. Investing in our securities involves risks. Before you make a decision to buy our securities, in addition to the risks and uncertainties discussed above under “Cautionary Note Regarding Forward-Looking Statements,” you should carefully consider the specific risks set forth herein. If any of these risks actually occur, it may materially harm our business, financial condition, liquidity and results of operations. As a result, the market price of our securities could decline, and you could lose all or part of your investment. Additionally, the risks and uncertainties described in this report, or in any document incorporated by reference herein, are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may become material and adversely affect our business. Risks Related to Our Business U. S. and international markets and, in particular, the rapidly evolving digital assets industry, are experiencing uncertain and volatile economic conditions, including from the after-effects of the COVID- 19 pandemic, **Russian aggression the war** in Ukraine, the **evolving** conflict in Israel, Gaza and the surrounding areas, inflation, threats or concerns of recession, and supply chain disruptions. These conditions make it extremely difficult for us and our suppliers to accurately forecast and plan future business activities. Additionally, a significant downturn in the domestic or global economy may cause our existing customers to pause or delay orders and prospective customers to defer new projects. Together, these circumstances create an environment in which it is challenging for us to predict future operating results, particularly for our **new-Arculus business products and services**. If these uncertain business, macroeconomic or political conditions continue or further decline, our business, financial condition and results of operations could be materially adversely affected. **Pandemics We may not be able to sustain or our revenue growth rate in** a resurgence of a pandemic may adversely affect our business, financial condition, liquidity or results of operations. The COVID-19 pandemic negatively impacted certain aspects of our business and operations. The resurgence of the COVID-19 pandemic, or a future pandemic or health epidemic, could adversely affect our business, financial condition, liquidity or results of operations. These adverse effects include, but are not limited to, the potential adverse effects on the global economy, our manufacturing processes, including our supply chain, or on our employees. The ultimate impact will depend on the severity and duration of the pandemic and actions taken by governmental authorities and other third parties in response, each of which is uncertain and difficult to predict. We may not continue to achieve sales growth in the future and you should not consider our sales growth in fiscal **2023-2024** as indicative of future performance. It is also possible that our growth rate may slow in future periods due to a number of factors, which may include slowing demand for our products, increased competition, decreasing growth of **its-the** overall market, or inability to engage and retain customers. If we are unable to maintain consistent sales or continue our sales growth, it may be difficult for us to maintain profitability. Our two largest customers are **JPMorgan Chase and American Express and JPMorgan Chase**. Together, these customers represented approximately **63 % and 71 % and 67%** of our net sales for the years ended December 31, **2024 and 2023 and 2022, respectively**. Our ability to meet our customers’ high- quality standards in a timely manner is critical to our business success. If we are unable to provide our products and services at high quality and in a timely manner, our customer relationships may be adversely affected, which could result in the loss of customers. Our ability to maintain relationships with our customers or attract new customers may be **impacted-affected** by several factors beyond our control, including more attractive product offerings from our competitors, widespread industry disruptions (such as **recent-adverse crypto market disruptions in, adoption or enactment of new legislation or agency rules and the outcomes of regulatory enforcement actions and the other digital assets industry major litigation**), pricing pressures or the financial health of these customers, many of whom operate in competitive businesses and depend on favorable macroeconomic conditions. In addition, we may also be limited in the products we can offer and the pricing we can receive for such products due to restrictions present in certain of our customer contracts, which may negatively impact our ability to retain existing customers or attract new customers. If we experience difficulty retaining customers and attracting new customers, our business, financial condition and results of operations may be materially and adversely affected. **. As part of our business strategy, we may from time to time seek to acquire businesses or interests in businesses, including non- controlling interests, or form joint ventures or create strategic alliances. The due diligence we undertake with respect to potential targets may not reveal or highlight all relevant facts that are necessary or helpful in evaluating the potential target, and we will incur expenses in connection with performing such due diligence whether or not an acquisition is ultimately completed. Whether we realize the anticipated benefits from such activities may depend, in part, upon the successful integration between the businesses involved, the performance and development of the underlying products, capabilities or technologies, our correct assessment of assumed liabilities and the management of the operations. Accordingly, our financial results could be adversely affected by unanticipated performance and liability issues, our failure to achieve synergies and other benefits we expected to obtain, transaction-related charges, amortization related to intangibles, and charges for impairment of long- term assets. Our ability to realize the expected synergies and benefits of an acquisition may be subject to, among other things, our ability to complete the timely integration of operations and systems, standards, controls, procedures, policies and technologies, difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination, and difficulties in managing the expanded operations of a significantly larger and more complex combined business**. Our information technology (“ IT ”) infrastructure’ s ability to reliably and securely protect the sensitive confidential information of our customers, which include large financial institutions, is critical to our business. Security breaches have become more common across many industries. Cyber incidents have been increasing in sophistication and can include third parties gaining access to employee or customer data using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks, ransomware, card skimming code, and other deliberate attacks and attempts to gain unauthorized access. The occurrence of these types of incidents in our computer networks, databases or facilities could lead to the inappropriate use or disclosure of personal information, including sensitive personal information of customers and employees, which could harm our

business and reputation, adversely affect consumers' confidence in our business and products, result in inquiries and fines or penalties from regulatory or governmental authorities, cause a loss of customers, pose increased risks of lawsuits and subject us to potential financial losses. Additionally, it is possible that unauthorized access to sensitive customer and business data may be obtained through inadequate use of security controls by our customers, suppliers or other vendors. We have administrative, technical, and physical security measures in place, and we have policies and procedures in place to both evaluate the security protocols and practices of our vendors and to contractually require service providers to whom we disclose data to implement and maintain reasonable privacy and security measures. However, although cybersecurity remains a high priority, our activities and investment may not sufficiently protect our system or network against cyber threats, nor sufficiently prevent or limit the damage from any future security breaches. As these threats continue to evolve, we may be required to expend significant capital and other resources to protect against these security breaches or to alleviate problems caused by these breaches, including costs to deploy additional personnel and protection technologies, train employees, and engage third- party experts and consultants, which could materially and adversely affect our business, financial condition and results of operations. Although we maintain cyber liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. Furthermore, any material breach of our security systems could harm our competitive position, result in a loss of customer trust and confidence, and cause us to incur significant costs to mitigate or remedy any damage resulting from system or network disruptions, whether caused by cyberattacks, security breaches or otherwise, which could ultimately adversely affect our business, financial condition and results of operations. The ability to efficiently execute and operate business functions and systems without interruption is critical to our business. A significant portion of the communication between our employees, customers, and suppliers rely upon our integrated and complex IT systems. We depend on the reliability of our IT infrastructure and software, and our ability to expand and innovate our technologies and technological processes in response to changing needs. A system outage or data loss or interruption could cause damage to our brand and reputation. Such operational interruptions could also cause us to become liable to third parties, including our customers. We must be able to protect our processing and other systems from interruption to successfully operate our business. In an effort to do so, we have taken preventative actions and adopted protective procedures to ensure the continuation of core business operations in the event that normal operations could not be performed because of events outside of our control. These actions and procedures taken and adopted by us may, however, insufficiently prevent or limit the damage from future disruptions, if any, and any such disruptions could adversely affect our business, financial condition and results of operations. **Disruptions at our primary production facility may adversely affect our business, results of operations and / or financial condition.** A substantial portion of our manufacturing capacity is located at our primary production facility. Any serious disruption at such facility could impair our ability to manufacture enough products to meet customer demand, and could increase our costs and expenses and adversely affect our revenues. Our other facilities may not have the requisite equipment or sufficient capacity, may have higher costs and expenses, or may experience significant delays to adequately increase production to satisfactorily meet our customers' expectations or requirements. Long- term production disruptions may cause our customers to modify their payment card programs to use plastic cards or to seek **an** alternative supply of metal cards. Any such production disruptions could adversely impact our business, financial condition and results of operations. Our future growth may depend upon our ability to develop, introduce, manufacture and commercialize new products, which can be a lengthy and complex process. If we are unable to introduce new products and services in a timely manner, our business could be materially adversely affected. The markets for our products and services are subject to technological changes, frequent introductions of new products and services and evolving industry standards. The process for developing innovative or technologically enhanced products can deplete time, money and resources, and requires the ability to accurately forecast technological, market and industry trends. For example, we have historically focused on the payment card industry, but we are a new entrant into the digital assets industry. In order to achieve successful technical execution of new products, we may need to undertake time- consuming and expensive research and development activities, which could negatively impact the servicing of our existing customers. We may also experience difficult market conditions, such as the recent widespread disruptions in the digital asset industry, that could delay or prevent the successful research and development, marketing launches and consumer deployment of such newly designed products, whereby we could incur significant additional cost and expense. If the products and solutions derived from the Arculus platform fail to gain market acceptance, our ability to achieve future growth could be significantly impaired. In addition, competitors may develop and commercialize competing products faster and more efficiently than we are able to do so, which could further negatively impact our business. Our product and service offerings could be rendered obsolete if we are unable to develop and introduce innovative products in a cost- effective and timely manner. In particular, the rise in the adoption of wireless or mobile payment systems may make physical metal cards less attractive as a method of payment, which could result in less demand for these products. Although to date we have not witnessed a material reduction in card- based payments in the United States resulting from the emergence of wireless or mobile payment systems, such payment systems offer consumers an alternative method to make purchases without the need to carry a physical card by relaying on cellular telephones or other technological products to make payments. If these wireless or mobile payment systems are widely adopted, it could result in a reduction of the number of physical payment cards issued to consumers. Moreover, other developing or unforeseen technology solutions and products could render our existing products unpopular, irrelevant or obsolete altogether. Our ability to develop and deliver new products and services successfully will depend on various factors, including our ability to: effectively identify and capitalize upon opportunities in new and emerging product markets; invest resources in innovation and research and development; develop and implement new processes for the manufacture or offer of new products or services; complete and introduce new products and integrated services solutions in a timely manner; license any required third- party technology or intellectual property rights; qualify for and obtain required industry certification for our products; and retain and hire talent experienced in developing new products and services. Our

business and growth also depend in part on the success of our strategic relationships with third parties, including technology partners or other technology companies whose products are integrated with our products. Failure of any of these technology companies to maintain, support or secure their technology platforms in general, and our integrations in particular, or errors or defects in their technologies or products, could adversely affect our relationships with customers, damage our brand and reputation, and could adversely affect our business, financial condition and results of operations. Our ability to enhance our existing products and to develop and introduce innovative new products that continue to meet the needs of our customers may affect our future success. We may experience difficulties that could delay or prevent the successful development, marketing or deployment of these products, or our newly enhanced services may not meet market demands or achieve market traction. Our potential failure to complete or gain market acceptance of new products, services and technologies could adversely affect our ability to retain existing customers or attract new ones. A disruption in our operations or supply chain or the performance of our suppliers, liquidity partners and / or development partners could adversely affect our business and financial results. As a company engaged in manufacturing and distribution, we are subject to the risks inherent in such activities, including disruptions or delays in supply chain or information technology, product quality control, as well as other external factors over which we have no control. Some of the key components used in the manufacture of our products are metals, NFC-enabled **chips** and EMV chips, which we source from several key suppliers. We obtain our components from multiple suppliers located in the United States and abroad, on a purchase order basis. Changes in the financial or business condition of our suppliers and / or development partners could subject us to losses or adversely affect our ability to bring products to market. Additionally, the failure of our suppliers and / or development partners to comply with applicable standards, perform as expected, and deliver goods and services in a timely manner in sufficient quantities could adversely affect our customer service levels and overall business. Any increases in the costs of goods and services for our business may also adversely affect our profit margins particularly if we are unable to achieve higher price increases or otherwise increase cost or operational efficiencies to offset the higher costs. Additionally, we partner with third-party **partners-providers** to offer certain Arculus-related services to our customers. If any of these third parties experiences operational interference or disruptions, fails to perform its obligations and meet our expectations, experiences a cybersecurity incident, fails to comply with applicable regulatory and / or licensing requirements which may evolve over time, or is subject to regulatory enforcement proceedings concerning their operations, the operations of the Arculus solutions could be disrupted or otherwise adversely affected. **Security markets, including the market for authentication solutions, are rapidly evolving to address increasing and challenging cyber threats, including identity theft, and the Company's Arculus Authenticate solutions may not achieve widespread market acceptance. In addition, there is a risk that the Arculus Authenticate solutions may not provide protection against all or a sufficient amount of the ever-changing security vulnerabilities, exploits or cyber attacks.** Cybersecurity markets are experiencing significant and fast-paced technological change, evolving industry standards and customer needs. The Company's Arculus Authenticate solutions represent a new and innovative approach to identity protection, and may not achieve widespread market acceptance. Other methods, technologies, products or services may offer similar or better authentication solutions than our hardware authentication solutions. If the Company is unable to adapt to such changes, our ability to compete effectively may be adversely impacted, which could have a negative effect on our business, financial condition or results of operations. In addition, there is a risk that the Arculus Authenticate solutions may not provide protection against all or a sufficient amount of the ever-changing security vulnerabilities, exploits or cyber attacks. Internal and external factors, including possible defects in the Company's products, or system failures in services provided by third parties for use with Arculus Authenticate solutions, could cause the Company's products and / or services to become vulnerable to security attacks which could result in the loss of identity protection for businesses and consumers. As the Arculus Authenticate solutions include hardware tokens which are expected to be replaced from time to time as needed (similar to payment cards), the Company does not intend to provide remote updates or upgrades to its hardware products. There is, therefore, a risk that the Company's hardware authentication products could become ineffective against evolving cybersecurity threats. Any such developments, real or perceived, may have a negative impact on our reputation, which could have a negative effect upon our business, financial condition or results of operations. Digital asset storage systems, such as the Arculus Cold Storage Wallet, are subject to potential illegal misuse, risks related to a loss of funds due to theft of digital assets, security and cybersecurity risks, system failures and other operational issues, which could cause damage to our reputation and brand. Digital assets have the potential to be used for financial crimes or other illegal activities. Even if we comply with all laws and regulations, we have no ability to ensure that our customers, partners or others to whom we license or sell our products and services comply with all laws and regulations applicable to them and their transactions. Any negative publicity we receive regarding any allegations of unlawful uses of the Arculus Cold Storage Wallet could damage our reputation and such damage could be material and adverse, including to aspects of our business that are unrelated to the Arculus platform. More generally, any negative publicity regarding unlawful uses of digital assets in the marketplace could materially reduce the demand for our products and solutions derived from the Arculus platform. The Arculus Cold Storage Wallet uses an architecture where the private keys needed to access digital assets are stored outside of the Internet. Through the use of the Arculus Cold Storage Wallet, our three-factor authentication technology may be able to increase the safety of users' assets during storage, as compared to storing such digital assets in a hot storage wallet, which is constantly connected to the internet. Further, digital assets are controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which they are held, which wallet's public key or address is reflected in the public network. There is no guarantee that these security measures or any that we may develop in the future will be effective. Notwithstanding the increased security of the Arculus Cold Storage Wallet as compared to a hot storage wallet system, any loss of private keys, or hack or other compromise or failure of, the Arculus Cold Storage Wallet and its security features could materially and adversely affect our customers' ability to access or sell their digital assets and could cause significant reputational harm to our Arculus Cold Storage Wallet business, which could have a material adverse effect on our business, financial

condition and results of operations. Regulatory changes or actions may restrict the use of the Arculus Cold Storage Wallet or digital assets in a manner that adversely affects our business, prospects or operations. Regulatory uncertainty surrounding the digital asset environment, and the regulatory classification of such digital assets As digital assets have grown in both popularity and market size, the regulatory approach by governments worldwide has varied significantly around the world have reacted differently to digital assets, with some certain governments deeming them illegal and others allowing permitting their use and trade under certain circumstances-specified conditions. Currently, there is no uniformly applicable legal or regulatory regime governing digital assets in most jurisdictions, including in the U. S. Governments or The occurrence of adverse market events, such as bankruptcies of prominent digital asset entities (like FTX), may increase regulatory authorities scrutiny and may impose prompt new or additional licensing, registration or other compliance requirements on participants in the that could adversely affect our ability to develop and offer digital asset industry. Ongoing - related services and future regulatory actions may impact our ability of to develop and offer products involving the use of digital assets, including such as the Arculus Cold Storage Wallet, or may impose additional significant costs, which may be material, on us in connection with such products, and such impact may be material and adverse. For example, the Company Commodities Futures Trading Commission (“CFTC”) has designated bitcoin, a form of digital asset that frequently is referred to as a commodity, and as such, trades in bitcoin are subject to the CFTC’s antifraud authority. Nevertheless In the U. S., the legal and regulatory landscape applicable to digital assets that are commodities also may be considered-remains uncertain, with overlapping authority existing between and among various U. S. federal agencies, including the CFTC and SEC. This regulatory overlap contributes to be ongoing legal and regulatory ambiguity, particularly concerning whether and, if so, when certain transactions in digital assets constitute transactions in securities by the Securities and Exchange Commission (“SEC”), or may have been offered or sold in transactions that the SEC deems to be investment contracts and, therefore, securities. In the U. S., regulators, courts and lawmakers alike are grappling with these questions, and the legal landscape remains uncertain. While the SEC staff has stated that bitcoin is not a security, the Staff has asserted that certain other digital assets are securities subject to the SEC’s substantive and antifraud authority. Further, derivatives on these digital assets, tokens that represent certain derivatives, and certain leveraged transactions on digital assets, may be subject to substantive regulation by the CFTC and /or SEC. While the SEC has brought multiple enforcement actions against digital asset projects, including trading platforms that the SEC believes were operating, among other things, as unregistered exchanges, thus far, such cases have not resolved the legal uncertainty in the U. S. concerning digital assets, including questions concerning the very application of the U. S. federal securities laws to digital assets and digital asset- related activities, including in the secondary trading market. Several of such recent enforcement actions are court cases that remain ongoing and, to the extent that courts have rendered opinions, for example, in the SEC v. Ripple and SEC v. Terraform Labs / Do Kwon cases, those opinions, and the reasoning in support of them, have not necessarily been consistent with one another. The SEC’s While actions taken by President Trump following his January 2023-2025 inauguration have appeared to settlements with NFT issuers could signal the SEC’s interest in regulating the broader NFT market beginning of a much more favorable U. S. governmental approach to digital assets, legal and regulatory uncertainty remains, including concerning NFT trading platforms, to the regulatory characterization and treatment of various extent that the SEC determines that certain NFTs are securities. In addition to a continued focus on digital asset issuers and centralized digital asset trading - related products, services, platforms, regulators markets and activities, including NFTs, private plaintiffs alike have initiated actions against decentralized finance (“DeFi”) and projects, including decentralized autonomous organizations (“DAOs”), all of which have drawn regulatory attention in recent years. In particular, as a result of actions by private plaintiffs and regulators alike, under various theories of liability -, Among among other things, DAOs have been characterized by certain plaintiffs as unincorporated associations or general partnerships, with some plaintiffs asserting that liability should be assigned to participants in DAO governance, while others have sought to establish joint and several liability for DAO members generally, including on negligence theories of liability. The CFTC has announced a commitment to pursue DeFi protocols operating unregistered platforms that allow U. S. persons to trade digital asset derivatives and, in 2023, settled charges against three different DeFi platforms for offering, or making available for trading, contracts based on various digital assets, including swaps and other derivatives, without registering with the CFTC. The SEC similarly appears focused on DeFi and has brought enforcement actions against DeFi projects in 2024. In addition to the SEC’s proposed rule change that would expand the definition of “exchange” to potentially include certain DeFi-related activities (see discussion under the heading “Regulatory Risks of Operating as an Unregistered Exchange or as Part of an Unregistered Exchange Mechanism” below), in 2023, SEC staff served as lead drafter of the International Organization of Securities Commissions’ (“IOSCO”) proposed policy recommendations concerning DeFi. The terms “DeFi” and “DAO” may be interpreted broadly to encompass a wide variety of projects, services and participants, and if a regulator or private plaintiff were to claim that Arculus is deemed to have participated in or facilitated DeFi- or DAO- related activities that were in violation of applicable law, there may be significant associated risks, including the potential for joint and several liability. In addition to the U. S. regulatory questions before the courts, multiple Congressional digital asset- related bills have been published, including some with a focus on digital asset market structure. While multiple bills describe joint oversight by the SEC and CFTC over the digital assets markets and focus on market structure, at this time, it is unclear whether any of these bills ultimately will become law. Moreover, given recent geopolitical conflict and instability, certain U. S. legislators and regulators have signaled heightened concerns about national security and the importance of “know your customer” (“KYC”), anti- money laundering (“AML”), counter financing of terrorism (“CFT”) and sanctions checks and compliance, including concerns about potential use by certain terrorist groups of digital assets to fund their operations or evade U. S. sanctions. In addition to the introduction of potential digital asset- focused legislation in Congress aimed at addressing such concerns, regulators have focused on enforcement. In 2022 and 2023, OFAC -,sanctioned digital assets market participants alleged to have supported sanctioned countries and / or terrorist operations, and, in 2023, the U. S. Treasury’s

FinCEN, pursuant to seldom- used powers granted to it under Section 311 of the USA PATRIOT Act, designated an entire class of transactions, namely transactions associated with digital asset mixers, as being of primary money laundering concern. **At present, as a result of ongoing litigation concerning the virtual currency mixer known as Tornado Cash, uncertainty exists concerning the ability of OFAC to impose sanctions in the digital asset space, particularly in the case of immutable smart contracts.** In addition, the U. S. Treasury, the IRS and other agencies also continue to propose new rules and guidance applicable to digital assets. **Similarly, such as regulations on tax information reporting and withholding obligations. In December 2024, the U. S. Treasury finalized a rule requiring digital asset brokers, including non- custodial brokers, to report additional user information, although such rule is the subject of ongoing litigation. In addition to a lack of clarity at the U. S. federal level, the various U. S. states and the District of Columbia take a variety of differing approaches to digital asset regulation and legislators legislation and multiple regulators have expressed concerns of systemic risk potentially posed by stablecoins, which has led to may not be consistent with the positions of the other introduction of new potential- U. S. states or other jurisdictions, or with the U. S. federal government’ s approach legislation, in addition to enforcement actions against stablecoin issuers, including the ongoing SEC v. Terraform Labs / Do Kwon case. Additionally, questions concerning whether, and even if the U. S. federal government under the Trump administration takes a more crypto- friendly stance to digital asset regulations, what that circumstances, certain staking as a service models may involve does not necessarily mean that U. S. states or the other offer jurisdictions will adopt a consistent or similar approach sale of an investment contracts, remain at issue before the courts.** In sum, these-- **the U. S.** federal regulators and courts, and various U. S. state and non- U. S. regulators, are still developing their frameworks for regulating digital assets. If we are found to have supported purchase and swap transactions in the Arculus Cold Storage Wallet for digital assets which **subsequently** are ~~subsequently~~ determined to be securities, it is possible that we could be viewed as inadvertently acting as an unlicensed broker- dealer which could subject us to, among other things, regulatory enforcement actions, censure, monetary fines, restrictions on the conduct of **the our** Arculus **activities business operations** and / or rescission / damages claims by customers who use the Arculus Cold Storage Wallet. Our failure to comply with applicable laws or regulations, or the costs associated with defending any action alleging our noncompliance with applicable laws or regulations, could materially and adversely affect us, our business and our results of operations. Further, a particular digital asset’ s status as a “ security ” or other regulatory investment or the treatment of digital currency for tax purposes, in any relevant jurisdiction is subject to a high degree of uncertainty and potential inconsistency across regulatory regimes, and if we are unable to properly characterize a digital asset or assess our tax treatment, we may be subject to regulatory scrutiny, investigations, fines, and other penalties, which may adversely affect our business, operating results, and financial condition. In order to determine whether a particular digital asset is a security **(or whether transactions in such digital assets would constitute an offer or sale of a security)**, prior to supporting purchase and swap transactions on the Arculus Cold Storage Wallet in such digital asset, we rely upon legal and regulatory analysis of legal counsel with expertise in the digital asset industry. While the methodology we have used, and expect to continue to use, to determine if purchase and swap transactions in a digital asset will be supported in the Arculus Cold Storage Wallet is ultimately a risk- based assessment, it does not preclude legal or regulatory action based on the presence of a security. Because the Arculus Cold Storage Wallet may facilitate purchase and swap transactions in digital assets that could be classified as “ securities, ” our business may be subject to additional risk because such digital assets are subject to heightened scrutiny, including under customer protection, anti- money laundering, counter terrorism financing and sanctions regulations. To the extent the Arculus Cold Storage Wallet supports purchase and swap transactions in any digital assets that are deemed to be securities under any of the laws of the U. S. or another jurisdiction, or in a proceeding in a court of law or otherwise, it may have adverse consequences. To counter such risks, we may have to remove Arculus Cold Storage Wallet support for purchase and swap transactions in certain digital assets if and when such digital assets are designated as securities, which could hurt **sales of our business Arculus products and services**. Alternatively, we may be required to partner with third- party registered securities broker / dealers to facilitate securities trading by Arculus customers, and we may be unsuccessful in efforts to establish such a partnership. In addition, we do not ~~presently~~ **currently** intend to effect or otherwise facilitate trading in securities by our Arculus customers through the use of our Arculus Cold Storage Wallet if such activities would require the use of a registered broker- dealer or investment adviser. **Despite implementing** ~~Although we are establishing~~ policies and procedures to **ensure monitor compliance with relevant laws, with a goal of ensuring** that our Arculus ~~business~~ activities do not result in us inadvertently acting as an unregistered broker- dealer or investment ~~adviser~~ **advisor**, ~~we cannot there can no assurance---~~ **assure** that **these measures** such policies and procedures will be **completely** effective. **Should regulators challenge our stance regarding our non- obligations under various securities regulations, this could have a material and adverse impact on our operations.** If we are found by relevant regulatory agencies to have inadvertently acted as an unregistered broker- dealer with respect to purchase and swap transactions in particular digital assets, we would expect to immediately cease supporting purchase and swap transactions in those digital assets unless and until either the digital asset at issue is determined by the SEC or a judicial ruling to not be a security, or we partner with a third- party registered broker- dealer or investment adviser, acquire a registered broker- dealer or investment adviser or register the Company as a securities broker- dealer or investment adviser, any of which we may elect not to do or may not be successful in doing. For any period of time during which we are found to have inadvertently acted as an unregistered broker- dealer or investment adviser, we could be subject to, among other things, regulatory enforcement actions, monetary fines, censure, restrictions on the conduct of our Arculus **activities business operations** and / or rescission / damages claims by customers who use the Arculus Cold Storage Wallet. Our failure to comply with applicable laws or regulations, or the costs associated with defending any action alleging our noncompliance with applicable laws or regulations, could materially and adversely affect us, our business and our results of operations. We ~~do not~~ believe the storage and peer- to- peer / send & receive functionality provided by the Arculus Cold Storage Wallet **does not involves-- involve any purchases-- purchase, sales-- sale** or other ~~transactions--~~ **transaction** effected by us (or any party other than the sender and the recipient).

Further, we are not compensated for such user- directed activities. However, ~~it is possible that~~ regulators may determine that user- directed peer- to- peer transfers using the Arculus Cold Storage Wallet **, or other Arculus- related activities** would require registration and compliance with broker- dealer and / or securities exchange regulations. **Regulatory Risks of Operating as an Unregistered Exchange or as Part of an Unregistered Exchange Mechanism** Any venue that brings together purchasers and sellers of digital assets that are characterized as securities in the United States is generally subject to registration as a national securities exchange, or must qualify for an exemption, such as by being operated by a registered broker- dealer as an alternative trading system (or ATS). To the extent that any venue accessed via the Arculus Cold Storage Wallet is not so registered (or appropriately exempt), we may be unable to permit continued support for purchase and swap transactions for digital assets that become subject to characterization as securities and due to operation of an unregistered exchange or as part of an unregistered exchange mechanism, we could be subject to significant monetary penalties, censure or other actions that may have a material and adverse effect on us. While we do not believe that the Arculus Cold Storage Wallet, which facilitates purchase and swap transactions in certain digital assets, is itself a securities exchange or ATS or is part of an unregistered exchange mechanism, regulators may determine that this is the case, and we would then be required to register as a securities exchange or qualify and register as an ATS, either of which could cause us to discontinue our purchase and swap support for such digital assets or otherwise limit or modify Arculus Cold Storage Wallet functionality or access. In September 2022, the SEC proposed a rule change concerning the definition of “ exchange. ” ~~While~~ **Especially in light of the recent political developments in the U. S.,** it is not yet clear whether or in what form such proposed rule change may be adopted. **Nevertheless**, ~~it is remains~~ possible that a change to the definition of “ exchange ” could result in regulators determining that the Arculus Cold Storage Wallet is functioning as a securities exchange or ATS or is part of an unregistered exchange mechanism, in which case, the potential registration requirements, or cessation, limitation or other modifications contemplated above could become necessary or advisable. Any such discontinuation, limitation or other modification could negatively ~~impact-affect~~ our business, operating results, and financial condition. Our inability to safeguard against misappropriation or infringement of our intellectual property may adversely affect our business. Our patents, trade secrets and other intellectual property rights are critical to our business. Our ability to safeguard our proprietary product designs and production processes against misappropriation by third parties is necessary to maintain our competitive position within our industry. Therefore, we routinely enter into confidentiality agreements with our employees, consultants and strategic partners to limit access to, and distribution of, our proprietary information in an effort to safeguard our proprietary rights and trade secrets. However, such efforts may not adequately protect our intellectual property against infringement and misappropriation by unauthorized third parties. Such third parties could interfere with our relationships with customers if successful in attempts to misappropriate our proprietary information or copy our products designs, or portions thereof. Additionally, because some of our customers purchase products on a purchase order basis and not pursuant to a detailed written contract, where we do not have the benefit of written protections with respect to certain intellectual property terms beyond standard terms and conditions, we may be exposed to potential infringement of our intellectual property rights. Enforcing our intellectual property rights against unauthorized use may be expensive and cause us to incur significant costs, all of which could adversely affect our business, financial condition and results of operations. There is no assurance that our existing or future patents will not be challenged, invalidated or otherwise circumvented. The patents and intellectual property rights we obtain, including our intellectual property rights which are formally registered in the United States and abroad, may be insufficient to provide meaningful protection or commercial advantage. Moreover, we may have difficulty obtaining additional patents and other intellectual property protections in the future. Effective patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which we provide our products or services. Any of the foregoing factors may have a material adverse effect on our business. We may incur substantial costs because of litigation or other proceedings relating to patents and other intellectual property rights. Companies in our industry have commenced litigation to properly protect their intellectual property rights. Any proceedings or litigation that we initiate to enforce our intellectual property rights, or any intellectual property litigation asserted against us, could be costly and divert the attention of managerial and other personnel and further, could result in an adverse judgement or other determination that could preclude us from enforcing our intellectual property rights or offering some of our products to our customers. Royalty or other payments arising in settlements could negatively impact our profit margins and financial results. If we are unable to successfully defend against claims that we have infringed the intellectual property rights of others, we may need to indemnify some customers and strategic partners related to allegations that our products infringe the intellectual property rights of others. Additionally, some of our customers, suppliers and licensors may not be obligated to indemnify us for the full costs and expenses of defending against infringement claims. We may also be required to defend against alleged infringement of the intellectual property rights of third parties because our products contain technologies properly sourced from suppliers or customers. We may be unable to determine in a timely manner or at all whether such intellectual property use infringes the rights of third parties. Any such litigation or other proceedings could adversely affect our business, financial condition and results of operations. Our products and our technological processes are highly complex, require specialized equipment to manufacture and are subject to strict tolerances and requirements. We have experienced in the past ~~—~~, and may experience in the future, production disruptions due to machinery or technology failures, or as a result of external factors such as delays or quality control issues regarding materials provided by our suppliers. Utilities interruption or other factors beyond our control like natural disasters may also cause production disruptions. Such disruptions can reduce product yields and product quality, or interrupt or halt production altogether. As a result, we may be required to deliver products at a lower quality level in a less timely or cost- effective manner, rework or replace products, or may not be able to deliver products at all. Any such event could adversely affect our business, financial condition and results of operations. **We are dependent on certain distribution partners for distribution of our products and services. A loss of distribution partners could adversely affect our business**. A small number of distribution partners currently deliver a significant percentage of our products and services to customers.

We intend to continue devoting resources in support of our distribution partners, but there are no guarantees that these relationships will remain in place over the short- or long- term. In addition, we cannot be assured that any of these distribution partners will continue to generate current levels of customer demand. A loss of any of these distribution partners could have a material adverse effect on our business, financial condition and results of operations. **We face competition that may result in a loss of our market share and / or a decline in profitability.** Our industry is highly competitive and we expect it to remain highly competitive as competitors cut production costs, new product markets develop, and other competitors attempt to enter the markets in which we operate or new markets in which we may enter. Some of our existing competitors have more sales, greater marketing, more specialized manufacturing, and highly efficient distribution processes. We may also face competition from new competitors that may enter our industry or specific product market. Such current or new competitors may develop technologies, processes or products that are better suited to succeed in the marketplace as a result of enhanced features and functionality at lower costs, particularly as technological sophistication of such competitors and the size of the market increase. These factors could lower our average selling prices and reduce gross margins. If we cannot sufficiently reduce our production costs or develop innovative technologies or products, we may not be able to compete ~~effective~~ **effectively** in our product markets and maintain market share, which could adversely affect our business, financial condition and results of operations. Our long- lived assets represent a significant portion of our total assets, and their full value may never be realized. Our long- lived assets recorded as of December 31, ~~2023~~ **2024** were \$ ~~32.28~~ **7.9** million, representing approximately ~~16.6~~ **1** % of our total assets, of which we have recorded plant, equipment and leasehold improvements of \$ ~~25.23~~ **2.4** million, as our operations require significant investments in machinery and equipment. We review other long- lived assets for impairment on an as- needed basis and when circumstances, alterations, or other events indicate that an asset group or carrying amount of an asset may not be recoverable. Examples of these other long- lived assets include intangible but identifiable assets and plant, equipment, and leasehold improvements. Such write- downs of long- lived assets may result from a drop in future expected cash flows and worsening performance, among other factors. If we must write- down long- lived assets, we record the appropriate charge, which may adversely affect our results of operations. Our failure to operate our business in compliance with the security standards of the payment card industry or other industry standards applicable to our customers, such as payment networks certification standards, could adversely affect our business. Many of our customers issue their cards on the payment networks that are subject to the security standards of the payment card industry or other standards and criteria relating to product specifications and supplier facility physical and logical security that we must satisfy in order to be eligible to supply products and services to such customers. Our contractual arrangements with our customers may be terminated if we fail to comply with these standards and criteria. We make significant investments ~~to~~ **in** our facilities in order to meet these industry standards, including investments required to satisfy changes adopted from time to time in industry standards. We may become ineligible to provide products and services to our customers if we are unable to continue to meet these standards. Many of the products we produce and services we provide are subject to certification with one or more of the payment networks. We may lose the ability to produce cards for or provide services to banks issuing credit or debit cards on the payment networks if we were to lose our certification from one or more of the payment networks or payment card industry certification for one or more of our facilities. If we are not able to produce cards for or provide services to any or all of the issuers issuing debit or credit cards on such payment networks, we could lose a substantial number of our customers, which could have a material adverse effect on our business, financial condition and results of operations. As consumers and businesses spend less, our business, operation outcomes, and financial state may be adversely affected. Companies that rely heavily on consumer and business spending are exposed to changing economic conditions and are impacted by changes in consumer confidence, consumer spending, discretionary income levels or consumer purchasing habits. A continuous decline in general economic conditions, particularly in the United States, or increases in interest rates, may reduce demand for our products, which could negatively impact our sales. An economic downturn could cause credit card issuers to switch card programs to plastic cards, seek lower- priced metal hybrid card suppliers, reduce credit limits, close accounts, and become more selective with respect to whom they issue credit cards. Such conditions and potential outcomes could adversely affect our financial performance, business, and results of operations. Product liability and warranty claims and their associated costs may adversely affect our business. The nature of our products is highly complex. As a result, we cannot guarantee that defects will not occur from time to time. We may incur extensive costs as a result of these defects and any resulting claims. For example, product recalls, writing down defective inventory, replacing defective items, lost sales or profits, and third- party claims can all give rise to costs incurred by us. We may also face liability for judgments and / or damages in connection with product liability and warranty claims. Damage to our reputation could occur if defective products are sold into the marketplace, which could result in further lost sales and profits. To the extent that we rely on purchase orders to govern our commercial relationships with our customers, we may not have specifically negotiated the allocation of risk for product liability obligations. Instead, we typically rely on warranties and limitations of liability included in our standard forms of order acceptance, invoice and other contract documents with our customers. Similarly, we obtain products and services from suppliers, some of which also use purchase order documents which may include limitations on product liability obligations with respect to their products and services. As a result, we may bear all or a significant portion of any product liability obligations rather than transferring this risk to our customers. Our reputation would be harmed and there could be a material adverse effect on our business, financial condition and results of operations if any of these risks materialize. If tariffs and other restrictions on imported goods are imposed by the U. S. government, our revenue and operations may be materially and adversely affected. A portion of the raw materials used by us to manufacture our products are obtained, directly or indirectly, from companies located outside of the United States. **There is currently significant uncertainty about the future relationship between the U. S. and various other countries with respect to trade policies and tariffs.** Recently, tariffs have been imposed on imports from certain countries outside of the United States. **For example, the Trump administration has instituted substantial changes to U. S. foreign trade policy with respect to China and other countries,**

including a significant increase in tariffs on goods imported into the U. S., and has signaled possibly imposing further restrictions on international trade. As a result, further trade restrictions and / or tariffs may be forthcoming. Certain international trade agreements may also be at risk, as the current U. S. administration has voiced some opposition in respect thereof. These factors may stagnate the economy, impact relationships with and access to suppliers, **increase the costs of certain raw materials we purchase**, and / or materially and adversely affect our business, financial condition and results of operations. These and future tariffs, as well as any other global trade developments, bring with them uncertainty. We cannot predict future changes to imports covered by tariffs or which countries will be included or excluded from such tariffs. The reactions of other countries and resulting actions on the United States and similarly situated companies could negatively impact our business, financial condition and results of operations. Our international sales subject us to additional risks that can adversely affect our business, operating results and financial condition. During each of **2024 and 2023 and 2022**, we derived 18 % ~~and 22~~ % of our revenue from sales to customers located outside the U. S. Our ability to convince customers to expand their use of our products or renew their agreements with us are directly correlated to our direct engagement with such customers. To the extent that we are unable to engage with non- U. S. customers effectively, we may be unable to grow sales to international customers to the same degree we have experienced in the past. Our international operations subject **it the Company** to a variety of risks and challenges, including: • fluctuations in currency exchange rates and related ~~effect~~ **effects** on our operating results; • general economic and geopolitical conditions, including wars, in each country or region; • the impact of Brexit; reduction in billings, foreign currency exchange rates, and trade with the EU; • the effects of a widespread outbreak of an illness or disease, or any other public health crisis, such as a resurgence of the COVID- 19 pandemic, in each country or region; • economic uncertainty around the world; and • compliance with U. S. **and foreign** laws and regulations imposed by other countries on foreign operations, including the Foreign Corrupt Practices Act, the U. K. Bribery Act, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell our products in certain foreign markets, and the risks and costs of non- compliance. For example, in response to the rapidly developing conflict between Russia and Ukraine, the United States has imposed and may further impose, and other countries may additionally impose, broad sanctions or other restrictive actions against governmental and other entities in Russia. We presently produce metal credit cards for a distributor that distributes such cards for resale by a Russian- based bank. While the existing sanctions do not currently prohibit the production and sale of our metal credit cards to this customer, additional sanctions may be imposed in the future that could prevent us from selling to this customer or other customers in the affected regions. Additionally, further escalation of geopolitical tensions could have a broader impact that extends into other markets where we do business. Any of these risks could adversely affect our international sales, reduce our international revenues or increase our operating costs, adversely affecting our business, financial condition and operating results. We rely on licensing arrangements in production and other fields, and actions taken by any of our licensing partners could have a material adverse effect on our business. Some of our products integrate third- party technologies that we license or otherwise obtain the right to use. We have entered into licensing agreements that provide access to technology owned by third parties. The terms of our licensing arrangements vary. These different terms could have a negative impact on our performance to the extent new or existing licensees demand a greater proportion of royalty revenues under our licensing arrangements. Additionally, such third parties may not continue to renew their licenses with us on similar terms or at all, which could negatively impact our net sales. If we are unable to continue to successfully renew these agreements, we may lose our access to certain technologies relied upon to develop certain of our products. The loss of access to those technologies, if not replaced with internally- developed or other licensed technology, could have a material adverse effect on our business and result of operations. The adoption of new tax legislation could affect our financial performance. We are subject to income and other taxes in the United States. Our effective tax rate in the future could be adversely affected by changes in tax laws. More generally, it is possible that U. S. federal income or other tax laws or the interpretation of tax laws will change. **For example, the Biden Administration has proposed an increase in the U. S. corporate income tax rate and a minimum corporate tax based on book income.** It is difficult to predict whether and when there will be tax law changes having a material adverse effect on our business, financial condition, results of operations and cash flows.

Pandemics or a resurgence of a pandemic may adversely affect our business, financial condition, liquidity or results of operations. The COVID- 19 pandemic negatively impacted certain aspects of our business and operations. The resurgence of the COVID- 19 pandemic, or a future pandemic or health epidemic, could adversely affect our business, financial condition, liquidity or results of operations. These adverse effects include, but are not limited to, the potential adverse effects on the global economy, our manufacturing processes, including our supply chain, or on our employees. The ultimate impact will depend on the severity and duration of the pandemic and actions taken by governmental authorities and other third parties in response, each of which is uncertain and difficult to predict. Risks Related to the Resolute Holdings Management Agreement Our business is managed for a fee by Resolute Holdings, which has substantial influence over our business, operations and strategy and upon which our business is heavily reliant. Pursuant to the Management Agreement between Holdings and Resolute Holdings, Resolute Holdings exercises substantial influence over our business, including being responsible for, among other things: establishing and monitoring business objectives, financing activities and operating performance; selecting and overseeing the management team and their operating performance; reviewing and approving compensation and benefit plans, programs, policies and agreements, including with respect to any grants of equity awards to persons providing services; devising capital allocation strategies, plans and policies; setting budget parameters and expense guidelines and monitoring compliance therewith; identifying, analyzing and overseeing the consummation of business opportunities and potential acquisitions, dispositions and other business combinations; originating and recommending opportunities to form or acquire, and structuring and managing, any joint ventures; leading or overseeing negotiations with potential participants in any business opportunity under consideration and determining (or delegating to any officer of Holdings the decision to determine) if and when to

proceed; engaging and supervising independent contractors and third- party service providers; reviewing and approving compensation and benefit plans, programs, policies and agreements; communicating with the holders of any securities (i) as required to satisfy any reporting and other requirements of any governmental authority having jurisdiction over Holdings and (ii) to maintain effective relations with such holders; overseeing all claims, disputes or controversies (including all litigation, arbitration, settlement or other proceedings or negotiations) (other than with Resolute Holdings or its affiliates); counselling Holdings in connection with decisions required by Delaware law to be made by the Company' s Board; and performing such other services from time to time in connection with the management of the business and affairs of Holdings and its activities as the Company' s Board shall reasonably request and / or Resolute Holdings shall deem appropriate under the particular circumstances, in each case to the fullest extent permitted by Delaware law, federal securities laws, the Nasdaq listing rules and any other applicable rules and regulations. Determinations by Resolute Holdings with respect to these matters will impact our day- to- day business and operations, our strategy, and the manner in which we present our results and operations to our stockholders, all of which may change at the discretion of Resolute Holdings. We have also delegated by resolution of the Company' s Board authority to approve issuances of our equity for M & A and equity awards, and we have agreed to issue the Company' s equity pursuant to those delegations, which could result in existing holders of our Class A Common Stock experiencing dilution. The success of our business depends on the ability of Resolute Holdings to effectively manage our business and operations. We rely heavily on the skill and expertise of Resolute Holdings and its management team, particularly David Cote and Thomas Knott. The extent and nature of the experience of Mr. Cote, Mr. Knott and Resolute Holdings' other personnel and the nature of the relationships they have with external contacts, although not guarantees of positive results, are critical to the success of our business. Personnel of Resolute Holdings, including its directors and executive officers, can be replaced or added over time or be required to recuse themselves or otherwise be restricted from participating in their duties, which may impact Resolute Holdings' performance when managing our business and operations. Additionally, while we believe that Resolute Holdings has access to the resources, relationships, and expertise necessary to manage our business, there can be no assurance that such resources, relationships, and expertise will be available in the future. The Management Agreement does not create a mutually exclusive relationship between Holdings and Resolute Management. The Management Agreement and the obligations thereunder to provide Holdings with management services does not create a mutually exclusive relationship between Resolute Holdings, on the one hand, and any of the companies that Resolute Holdings manages, including Holdings, on the other. The allocation of Resolute Holdings' resources is within Resolute Holdings' sole discretion, and the resources of Resolute Holdings are not required to be, nor are they, fully dedicated to our business and operations. Resolute Holdings is responsible for its own business activities and, as a result, not all of the business time of Resolute Holdings' personnel will be devoted to our business. Furthermore, we expect that Resolute Holdings will from time to time pursue new business activities, including the management of additional businesses. Accordingly, in addition to the management of Holdings, Resolute Holdings may alternatively focus its efforts on the business (es) of one or more of its other managed companies, the pursuit of additional management agreements with additional managed companies, other strategies, or a combination thereof, each of which could require Resolute Holdings to divert some of its personnel' s time and attention away from the management of our business. The Management Agreement may be terminated by Resolute Holdings or Holdings, and a termination fee may be payable in certain circumstances. The Management Agreement has an initial term of 10 years, following which it will be subject to automatic renewal for successive 10- year periods. Resolute Holdings may terminate the Management Agreement for any reason upon 180 days' notice before the last day of the initial term or a renewal term, and no termination fee would be payable upon such termination. Each of Holdings and Resolute Holdings may terminate the Management Agreement upon the occurrence of certain other limited events, and in connection with certain of these limited events, Resolute Holdings has the right to require Holdings to pay a termination fee. The termination fee that may become payable by us in connection with these events could be significant and may have a material adverse effect on our results of operations, or if paid all or partially in shares of our Class A Common Stock, could result in significant dilution to the holders of our Class A Common Stock. We can offer no assurance that Resolute Holdings will continue to manage our business and provide services to us in the future or that we will continue to have access to Resolute Holdings' personnel. The loss of services or departure of one or more members of Resolute Holdings' management team could adversely affect our financial performance, business, and results of operations. See " Business — Recent Developments. " Resolute Holdings maintains a contractual as opposed to a fiduciary relationship with Holdings, and has limited liability under the Management Agreement for which they may be indemnified. The Management Agreement does not impose on Resolute Holdings an express or implied fiduciary duty to Holdings, any of its controlled affiliates or any holders of equity or voting interests in Holdings or such controlled affiliates, and under the Management Agreement, Resolute Holdings does not assume any responsibility other than to render to Holdings the services called for thereunder in good faith. Under the terms of the Management Agreement, Resolute Holdings and its affiliates and their respective directors, officers, employees, managers, trustees, control persons, partners, stockholders and equity holders (collectively, the " Resolute Holdings Indemnified Parties ") are not liable to Holdings, us or our stockholders for any acts or omissions performed in accordance with and pursuant to, or in furtherance of, the Management Agreement. Holdings has agreed to indemnify the Resolute Holdings Indemnified Parties with respect to all expenses, losses, damages, liabilities, demands, charges and claims of any nature whatsoever (excluding certain limited documented and reasonable out- of- pocket expenses incurred in connection with investigating, preparing or defending any acts or omissions by Holdings or its officers, employees or affiliates performed in accordance with, pursuant to or in furtherance of the Management Agreement) arising from any acts or omissions performed in good faith in accordance

with, pursuant to, or in furtherance of the Management Agreement and not constituting bad faith, fraud, willful misconduct, gross negligence or reckless disregard of duties, performed or not performed in good faith in accordance with and pursuant to the Management Agreement. Accordingly, under the management of Resolute Holdings, our business may experience poor performance or losses or incur expenses for which Resolute Holdings will not be liable. We may have conflicts of interest with Resolute Holdings and its other affiliates. In addition to providing management services to Holdings, Resolute Holdings may provide management services to other companies, including those that are in the same or similar lines of business as ours. Moreover, some of our executive officers and / or directors, including David Cote and Thomas Knott, are also executive officers and / or directors of Resolute Holdings and may serve in similar positions at other companies managed by Resolute Holdings. As a result, certain of our directors may have duties to Resolute Holdings which duties could conflict with the duties they owe to us, which could require them to recuse themselves from certain determinations, and could result in action or inaction that is detrimental to our business. In addition, we may from time to time have conflicts of interest with Resolute Holdings in its management of our business as operated through Holdings, which may arise primarily from the involvement of Resolute Holdings and its affiliates in other activities that may conflict with our business, including conflicts between our business activities as operated through Holdings and the business activities of other companies managed by Resolute Holdings. Under the Management Agreement, Resolute Holdings and its affiliates are permitted to engage in such activities, and Resolute Holdings and its affiliates' engagement in such activities may not be favorable to us and may be contrary to our interests. These and other potential conflicts of interest between us and Resolute Holdings and its affiliates could have an adverse effect on the operation of our business.

Risks Related to the Tax Receivable Agreement Our only significant asset is our ownership interest in Holdings, and such ownership may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our **Class A** Common Stock or satisfy our other financial obligations, including our obligations under the Tax Receivable Agreement. We have no direct operations and no significant assets other than our ownership interest in Holdings. We will depend on Holdings for distributions, loans and other payments to generate the funds necessary to meet our financial obligations, including our expenses as a publicly traded company, to pay any dividends with respect to our **Class A** Common Stock, and to satisfy our obligations under the Tax Receivable Agreement. The financial condition and operating requirements of Holdings may limit our ability to obtain cash from Holdings. The earnings from, or other available assets of, Holdings may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our **Class A** Common Stock or satisfy our other financial obligations, including our obligations under the Tax Receivable Agreement. We may be required to pay certain **Holders-parties** for most of the **realized** benefits relating to any additional tax depreciation or amortization deductions that we may claim. In connection with the merger with Roman DBDR Tech Acquisition Corp. ("Roman **DBDR**") completed in December 2021 (the "Business Combination"), we entered into the Tax Receivable Agreement with Holdings and the TRA Parties (as defined therein). The Tax Receivable Agreement provides for the payment by us to certain **Holders-TRA Parties** of 90 % of the benefits, if any, that we are deemed to realize (calculated using certain assumptions) as a result of (i) our allocable share of existing tax basis in the assets of Holdings and its subsidiaries acquired (A) in the Business Combination and (B) upon sales or exchanges of Holdings Units pursuant to the Exchange Agreement after the Business Combination, (ii) certain increases in tax basis that ~~occur~~ **occurred** as a result of (A) the Business Combination and (B) sales or exchanges of Holdings Units pursuant to the Exchange Agreement after the Business Combination, and (iii) certain other tax benefits, including tax benefits attributable to payments under the Tax Receivable Agreement. These tax attributes may increase (for tax purposes) our depreciation and amortization deductions and, therefore, may reduce the amount of tax that we would otherwise be required to pay in the future, although the IRS may challenge all or part of the validity of such tax attributes, and a court could sustain such a challenge. Such tax basis may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets. Actual tax benefits realized by us may differ from tax benefits calculated under the Tax Receivable Agreement as a result of the use of certain assumptions in the Tax Receivable Agreement, including the use of an assumed weighted- average state and local income tax rate to calculate tax benefits. The payment obligations under the Tax Receivable Agreement are an obligation of ours, but not of Holdings. We expect to benefit from the remaining 10 % of realized cash tax benefits. While the amount of existing tax basis, the anticipated tax basis adjustments, and the actual amount and utilization of tax attributes, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including the timing of exchanges, the price of shares of our Class A Common Stock at the time of exchanges, and the amount and timing of our income, we expect that as a result of the size of the transfers and increases in the tax basis of the tangible and intangible assets of Holdings and our possible utilization of tax attributes, the payments that **the Company Holdings, Inc.** may make under the Tax Receivable Agreement will be substantial. ~~The payments under the Tax Receivable Agreement are not conditioned upon continued ownership of us by the exchanging holders of Class B Units. See "Certain Relationships and Related Person Transactions of the Company—Tax Receivable Agreement."~~ In certain cases, payments under the Tax Receivable Agreement may be accelerated and / or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement. Our payment obligations under the Tax Receivable Agreement may be accelerated in the event of certain changes of control and will be accelerated in the event it elects to terminate the Tax Receivable Agreement early. The accelerated payments will relate to all relevant tax attributes that would subsequently be available to us. The accelerated payments required in such circumstances will be calculated by reference to the present value (at a discount rate equal to ~~15 the lesser of (i) 6.5% per annum and (ii) one year LIBOR (as amended in September 2024 defined below), or its successor rate, plus 100 basis points~~) of all future payments that **TRA Parties holders of Holdings Class B Units or other recipients** would have been entitled to receive under the Tax Receivable Agreement, and such accelerated payments and any other future payments under the Tax Receivable Agreement will utilize certain valuation assumptions, including that we will have sufficient taxable income to fully utilize the deductions arising from the increased tax

deductions and tax basis and other benefits related to entering into the Tax Receivable Agreement and, as well as sufficient taxable income to fully utilize any remaining net operating losses subject to the Tax Receivable Agreement on a straight line basis over the shorter of the statutory expiration period for such net operating losses and the five- year period after the early termination or change of control. In addition, recipients of payments under the Tax Receivable Agreement will not reimburse us for any payments previously made under the Tax Receivable Agreement if such tax basis and our utilization of certain tax attributes is successfully challenged by the IRS (although any such detriment would be taken into account in future payments under the Tax Receivable Agreement). Our ability to achieve benefits from any existing tax basis, tax basis adjustments or other tax attributes, and the payments to be made under the Tax Receivable Agreement, will depend upon a number of factors, including the timing and amount of our future income. As a result, even in the absence of a change of control or an election to terminate the Tax Receivable Agreement, payments under the Tax Receivable Agreement could be in excess of 90 % of our actual cash tax benefits. Accordingly, it is possible that the actual cash tax benefits realized by us may be significantly less than the corresponding Tax Receivable Agreement payments or that payments under the Tax Receivable Agreement may be made years in advance of the actual realization, if any, of the anticipated future tax benefits. There may be a material negative effect on our liquidity if the payments under the Tax Receivable Agreement exceed the actual cash tax benefits that we realize in respect of the tax attributes subject to the Tax Receivable Agreement and / or payments to us by Holdings are not sufficient to permit us to make payments under the Tax Receivable Agreement after it has paid taxes and other expenses. We may need to incur additional indebtedness to finance payments under the Tax Receivable Agreement to the extent our cash resources are insufficient to meet our obligations under the Tax Receivable Agreement as a result of timing discrepancies or otherwise, and these obligations could have the effect of delaying, deferring, or preventing certain mergers, asset sales, other forms of business combinations, or other changes of control. The acceleration of payments under the Tax Receivable Agreement in the case of certain changes of control may impair our ability to consummate change of control transactions or negatively impact the value received by owners of our Class A Common Stock. In the case of certain changes of control, payments under the Tax Receivable Agreement may be accelerated and may significantly exceed the actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement. We expect that the payments that we may make under the Tax Receivable Agreement in the event of a change of control will be substantial. As a result, our accelerated payment obligations and / or the assumptions adopted under the Tax Receivable Agreement in the case of a change of control may impair our ability to consummate change of control transactions or negatively impact the value received by owners of our Class A Common Stock in a change of control transaction. **Risks** In certain circumstances, Holdings will be required to make pro rata distributions to both the Class A and Class B unit holders with respect to the taxes of its holders, and the distributions that Holdings will be required to make may be substantial and in excess of our tax liabilities and obligations under the Tax Receivable Agreement. To the extent we do not distribute such excess cash to the holders of our Class A Common Stock or contribute such excess cash to Holdings in exchange for the issuance of additional Class A Units and a corresponding stock dividend of Class A Common Stock to the holders of our Class A Common Stock, the holders of Class B Units of Holdings would benefit from any value attributable to such cash balances as a result of their ownership of Class A Common Stock following an exchange of their Class B Units. Holdings is treated as a partnership for U. S. federal income tax purposes and, as such, is not subject to any entity-level U. S. federal income tax. Instead, taxable income is allocated to holders of Holdings' equity interests, including us. Accordingly, we incur income taxes on our allocable share of any net taxable income of Holdings. Under the Holdings Second Amended and Restated **Related** LLC Agreement, Holdings is generally required from time to time to make pro rata distributions in cash to us and the holders of Class B Units of Holdings in amounts that are intended to be sufficient to cover the taxes on our and the other holders of Class B Units of Holdings respective allocable shares of the taxable income of Holdings, based on certain assumptions contained in the Holdings Second Amended and Restated LLC Agreement. As a result of (i) potential differences in the amount of net taxable income allocable to us and the holders of Class B Units of Holdings, (ii) the lower tax rate applicable to corporations as compared to individuals and (iii) the favorable tax benefits that we anticipate receiving from acquisitions of Class B Units in connection with taxable exchanges of Class B Units for shares of our Class A Common Stock, we expect that these tax distributions will be in amounts that exceed our tax liabilities and obligations to make payments under the Tax Receivable Agreement. Our **Indebtedness** Board will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, any potential dividends, the payment of obligations under the Tax Receivable Agreement and the payment of other expenses. We have no obligation to distribute such cash (a substantial amount of indebtedness, which may limit or our operating flexibility and could adversely affect other available cash other than any declared dividend) to our business, financial condition and stockholders. No adjustments to the exchange ratio of Class B Units for shares of Class A Common Stock will be made as a result **results of operations** either (i) any cash distribution by Holdings or (ii) any cash that we retain and do not distribute to our stockholders. To the extent that we do not distribute such excess cash as dividends on our Class A Common Stock or contribute such excess cash to Holdings in exchange for the issuance of additional Class A Units and a corresponding stock dividend of Class A Common Stock to the holders of our Class A Common Stock, and instead, for example, hold such cash balances or lend them to Holdings, the holders of Class B Units of Holdings would benefit from any value attributable to such cash balances as a result of their ownership of Class A Common Stock following an exchange of their Class B Units. **Risks Related to Our Indebtedness** We had approximately \$ 340.197.35 million of indebtedness as of December 31, 2023-2024, consisting of amounts outstanding under our senior secured credit facility and senior notes. Our indebtedness could have important consequences to our investors, including, but not limited to: • increasing our vulnerability to, and reducing our flexibility to respond to, general adverse economic and industry conditions; • requiring the dedication of a substantial portion of our cash flow from operations to servicing debt, including interest payments and annual excess cash flow prepayment obligations; • limiting our flexibility in planning for, or reacting to, changes in our business and the competitive environment; and • limiting our ability to borrow additional funds and increasing the cost of any such borrowing. The interest

rates in our credit facility are set based upon stated margins above **the** lender's base rate and the SOFR, an interest rate at which banks can borrow funds, which is subject to fluctuation. In addition, the interest rate margin applicable to our term ~~loans~~ **loan** and revolving loans can vary by one hundred (100) basis points depending on our total leverage ratio. An increase in interest rates would adversely affect our profitability. Upon the occurrence of an event of default relating to our credit facility, the lenders could elect to accelerate payments due and terminate all commitments to extend further credit. Under our credit facility, upon the occurrence of an event of default, the lenders will be able to elect to declare all amounts outstanding under the credit agreement to be immediately due and payable and terminate all commitments to lend additional funds. If we are unable to repay those amounts, the lenders under the credit agreement could proceed to foreclose against our collateral that secures that indebtedness. We have granted the lenders a security interest in substantially all of our assets. The debt outstanding under our existing credit facility has a variable rate of interest that is based on the SOFR which may have consequences for us that cannot be reasonably predicted and may increase our cost of borrowing in the future. On February 28, 2023, we amended our credit facility to transition from bearing interest based on London Interbank Offered Rate ("LIBOR") to SOFR. The future performance of SOFR cannot be predicted based on historical performance and the future level of SOFR may have little or no relation to historical levels of SOFR. Any patterns in market variable behaviors, such as correlations, may change in the future. Hypothetical or historical performance data are not indicative of, and have no bearing on, the potential performance of SOFR. ~~The Company is not able to predict whether SOFR what the impact the transition to SOFR may be on the Company's financial condition and results of operations.~~ Our credit facility ~~will contain~~ **contains** restrictive covenants that may impair our ability to conduct business. Our credit facility contains operating covenants and financial covenants that may in each case limit management's discretion with respect to certain business matters. We must comply with a maximum senior secured leverage ratio and a minimum debt service coverage ratio. Among other things, these covenants restrict our and our subsidiaries' ability to grant additional liens, consolidate or merge with other entities, purchase or sell assets, declare dividends, incur additional debt, make advances, investments and loans, transact with affiliates, issue equity interests, modify organizational documents and engage in other business. As a result of these covenants and restrictions, we will be limited in how we conduct our business and we may be unable to raise additional debt or other financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. Failure to comply with such restrictive covenants may lead to default and acceleration under our credit facility and may impair our ability to conduct business. We may not be able to maintain compliance with these covenants in the future and, if we fail to do so, ~~that we will~~ **may not** be able to obtain waivers from the lenders and / or amend the covenants, which may result in foreclosure of our assets. See Note ~~7-6~~ **6** of Notes to Consolidated Financial Statements in the Audited Consolidated Financial Statements of the Company in this report for additional information. ~~Our guarantees of indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations. Holdings' notes are exchangeable into shares of our Class A Common Stock at an effective conversion price of \$11.50 per share. The exchangeable notes are guaranteed by CompoSecure, L.L.C. Our guarantees of indebtedness could have significant negative consequences for our security holders, equity holders and our business, results of operations and financial condition by, among other things: • increasing our vulnerability to adverse economic and industry conditions; • limiting our ability to obtain additional financing; • requiring the dedication of a substantial portion of our cash flow from operations to service our guarantees of indebtedness, which reduces the amount of cash available for other purposes; • limiting our flexibility to plan for, or react to, changes in our business; • diluting the interests of our stockholders as a result of the issuance shares of our Class A Common Stock upon conversion of the exchangeable notes; and • placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital. Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts that may become due under our guarantees of indebtedness, including in connection with the exchangeable notes, and our cash needs may increase in the future. In addition, any future indebtedness or guarantees of indebtedness that we may incur may contain financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. If we fail to comply with these covenants or to make payments under our guarantees of indebtedness if and when due, then we could be in default under those guarantees of indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full.~~ General Risks Related to Ownership of our Securities Our only significant asset ~~is will be~~ **is** our ownership of our subsidiaries' business. If the business of our subsidiaries is not profitably operated, ~~we they~~ **we** may be unable to ~~pay us dividends or~~ **pay** dividends or make distributions to enable us to pay any dividends on our common stock or satisfy our other financial obligations. CompoSecure, Inc. has no direct operations and no significant assets other than the ownership of its subsidiaries, which operate the Company's business. CompoSecure, Inc. ~~will depend~~ **depends** on profits generated by its subsidiaries' business for debt repayment and other payments to generate the funds necessary to meet its financial obligations, including its expenses as a publicly traded company, to pay any dividends with respect to its capital stock and to make distributions. Legal and contractual restrictions in agreements governing the indebtedness of the Company or its subsidiaries, as well as their financial condition and operating requirements, may limit the ability of our subsidiaries to make distributions to the Company. Provisions in our Charter and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our Class A Common Stock and could entrench management. Our Charter contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include the classification of our Board ~~5~~ **5** and the ability of our Board to designate the terms of and issue new series of preferred shares, which may make ~~the removal of management~~ **the removal of management** more difficult ~~the removal of management~~ and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. In addition, while we have opted out of Section 203 of the DGCL, our ~~charter~~ **Charter** contains similar provisions providing that we may not engage in certain "business combinations" with any "interested stockholder" for a three-year

period following the time that the stockholder became an interested stockholder, unless: • prior to such time, our Board approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder; • upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85 % of our voting stock outstanding at the time the transaction commenced, excluding certain shares; or • at or subsequent to that time, the business combination is approved by our Board and by the affirmative vote of holders of at least two-thirds of our outstanding voting stock that is not owned by the interested stockholder. These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of the Company. These provisions could also discourage proxy contests and make it more difficult for **public you and other** stockholders to elect directors of **your their** choosing ~~and cause us to take corporate actions other than those you desire~~. We may be unable to satisfy the Nasdaq Global Market listing requirements in the future, which could limit investors' ability to effect transactions in our securities and subject us to additional trading restrictions. We may be unable to maintain the listing of our securities on the Nasdaq Global Market in the future. If our securities are delisted from the Nasdaq Global Market, there could be significant material adverse consequences, including: • a limited availability of market quotations for our securities; • a limited amount of news and analyst coverage about the Company; and • a decreased ability to obtain capital or pursue acquisitions by issuing additional equity or convertible securities. We incur significant costs and obligations as a result of being a public company. As a public company, we incur significant legal, accounting, insurance and other expenses. These expenses will increase once we are no longer an "emerging growth company" as defined under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. In addition, new and changing laws, regulations and standards relating to corporate governance and public disclosure for public companies, including Dodd Frank, the Sarbanes- Oxley Act, regulations related ~~hereto~~ **thereto** and the rules and regulations of the SEC and the Nasdaq Global Market, have increased the costs and the time that must be devoted to compliance matters ~~-We expect these rules and regulations will increase our legal and financial costs and lead to a diversion of management time and attention from revenue-generating activities-~~. For as long as we remain an "emerging growth company" as defined in the JOBS Act, we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies." We may remain an "emerging growth company" for up to five years from the consummation of our initial public offering or until such earlier time that we have \$ 1. 23 billion or more in annual revenues, have more than \$ 700. 0 million in market value of our common stock held by non- affiliates, or issue more than \$ 1. 0 billion of non- convertible debt over a three- year period. To the extent we choose not to use exemptions from various reporting requirements under the JOBS Act, or if we no longer can be classified as an "emerging growth company," we expect that we will incur additional compliance costs, which will reduce our ability to operate profitably. **We are a " controlled company" within the meaning of the Nasdaq listing rules and, as a result, qualify for and rely on certain exemptions from certain corporate governance requirements. Because Resolute holds a majority of our Class A Common Stock and accordingly has the ability to control us, including the ability to control any action requiring the general approval of our stockholders, including the election of our Board, the adoption of amendments to our certificate of incorporation and bylaws and the approval of any merger or sale of all or substantially all of our assets, we are a " controlled company" under the Sarbanes- Oxley Act and the Nasdaq listing rules. A controlled company does not need its board of directors to have a majority of independent directors or to form an independent compensation or nominating and corporate governance committee. We currently comply with the requirements for a majority of independent directors; however our Board may from time to time elect to rely on the exemption from such requirement. As a controlled company, we will remain subject to rules of the Sarbanes- Oxley Act and the Nasdaq listing rules that require us to have an audit committee composed entirely of independent directors. If at any time we cease to be a controlled company, we will take all actions necessary to comply with the Sarbanes- Oxley Act and the Nasdaq listing rules, including ensuring that we have a compensation committee and nominating and governance committee each composed entirely of independent directors, subject to a permitted" phase- in" period.** As an "emerging growth company," we ~~may~~ **cannot be certain if the reduced disclosure requirements applicable to "emerging growth companies" will make our securities less attractive to investors. As an "emerging growth company," we** take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including not being required to obtain an assessment of the effectiveness of our internal controls over financial reporting from our independent registered public accounting firm pursuant to Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and **obtaining** stockholder approval of any golden parachute payments not previously approved. In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards, which we have elected to do. We **expect to cease to be an "emerging growth company" in 2025. We** cannot predict if investors will find our securities less attractive because we ~~will~~ rely on these exemptions. If some investors find our securities less attractive as a result, there may be a less active market for our securities, our share price may be more volatile and the price at which our securities trade could be less than if we did not use these exemptions. If we do not properly maintain and implement all required accounting practices and policies, including new accounting practices and policies, as applicable, we may be unable to provide the financial information required of a United States publicly traded company in a timely and reliable manner. We are required to implement and maintain the financial reporting and disclosure procedures and controls required of a United States publicly traded company. If we fail to properly maintain and implement all required accounting practices and policies, including new accounting practices and policies, as applicable, or maintain effective internal controls and procedures and disclosure procedures and controls, we may be unable to provide financial information and required SEC reports that are timely and reliable. Any such delays or deficiencies could harm us, including by limiting our ability to obtain financing, either in the public capital markets or from private sources or by

damaging our reputation, which in either case, could impede our ability to implement our growth strategy. In addition, any such delays or deficiencies could result in our failure to meet the requirements for continued listing of our securities on the Nasdaq Global Market. If our operating performance does not meet market expectations, the price of our securities may decline. The trading price of our securities could be volatile and subject to wide fluctuations in response to various factors, some of which are beyond our control. Fluctuations in the price of our securities could result in the loss of all or part of your investment. Any of the factors listed below could have a material adverse effect on your investment in our securities and our securities may trade at prices significantly below the price you paid for them. Factors affecting the trading price of our securities may include: • actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us; • changes in the market's expectations about our operating results; • success of competitors; • our operating results failing to meet market expectations in a particular period; • **our reliance on Resolute Holdings for management services under the Management Agreement exposes us to risks related to their substantial influence over our business, operations, and strategy;** • changes in financial estimates and recommendations by securities analysts concerning us or the financial payment card and digital asset industries and markets in general; • operating and stock price performance of other companies that investors deem comparable to us; • our ability to market new and **enhanced innovative** products on a timely basis; • changes in laws and regulations affecting our business; • commencement of, or involvement in, litigation involving us; • changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; • the volume of shares of our securities available for public sale; • any significant change in our board or management; • sales of substantial amounts of our securities by our directors, executive officers or significant stockholders or the perception that such sales could occur; and • general economic and political conditions such as recessions, interest rates, fuel prices, international currency fluctuations and acts of war or terrorism. Broad market and industry factors may depress the market price of our securities irrespective of our operating performance. The stock market in general and the Nasdaq Global Market have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these stocks, and of our securities, may not be predictable. A loss of investor confidence in the market for financial technology stocks or the stocks of other companies which investors perceive to be similar to us could depress our securities prices regardless of our business, prospects, financial conditions or results of operations. A decline in the market price of our securities also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future. Our ~~Public~~ Warrants may ~~never be~~ **not remain** in the money, and they may expire worthless. The exercise price for our ~~Public~~ Warrants is \$ ~~11.75~~ **97** per share (~~which exceeds the market price of our Class A Common Stock, which was as adjusted effective February 28, 2024~~ **2025**), ~~subject to adjustment~~. There can be no assurance that the ~~Public~~ Warrants will ~~remain~~ **ever be** in the money prior to their expiration and, as such, the ~~Public~~ Warrants may expire worthless. The terms of our Warrants may be amended in a manner that may be adverse to the holders. The warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us provides that the terms of the Warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of a majority of the then outstanding ~~Public~~ Warrants to make any change that adversely affects the interests of the registered holders. Accordingly, we may amend the terms of the Warrants in a manner adverse to a holder if holders of at least a majority of the then outstanding ~~Public~~ Warrants approve of such amendment. Our ability to amend the terms of the Warrants with the consent of at least a majority of the then outstanding ~~Public~~ Warrants is unlimited. Examples of such amendments could be amendments to, among other things, increase the exercise price of the Warrants, shorten the exercise period or decrease the number of shares of our ~~Class A common Common stock Stock~~ **Common stock Stock** purchasable upon exercise of a Warrant. ~~Our We may redeem your unexpired Warrants may be redeemed prior to their exercise at a time that is disadvantageous to you the holders~~, thereby making ~~your such~~ Warrants worthless. We have the ability to redeem outstanding Warrants at any time after they become exercisable and prior to their expiration, at \$ 0.01 per warrant, provided that the last reported sales price (or the closing bid price of our ~~Class A common Common stock Stock~~ **Class A common Common stock Stock** in the event the shares of our ~~Class A common Common stock Stock~~ **Class A common Common stock Stock** are not traded on any specific trading day) of the ~~shares of Class A common Common stock Stock~~ **shares of Class A common Common stock Stock** equals or exceeds \$ ~~18.14~~ **00-47** per share (~~as adjusted effective February 28, 2025 and subject to further adjustment~~) on each of 20 trading days within the 30 trading-day period ending on the third business day prior to the date on which we send proper notice of such redemption, provided that on the date we give notice of redemption and during the entire period thereafter until the time we redeem the Warrants, we have an effective registration statement under the Securities Act covering the shares of ~~Class A common Common stock Stock~~ **Class A common Common stock Stock** issuable upon exercise of the Warrants and a current prospectus relating to them is available. If and when the Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding Warrants could force a Warrant holder: (i) to exercise your Warrants and pay the exercise price therefore at a time when it may be disadvantageous for you to do so, (ii) to sell your Warrants at the then-current market price when you might otherwise wish to hold your Warrants or (iii) to accept the nominal redemption price which, at the time the outstanding Warrants are called for redemption, could be substantially less than the market value of your Warrants. Warrants to purchase our Class A Common Stock are presently exercisable, which could increase the number of shares of Class A Common Stock eligible for future resale in the public market and result in dilution to our stockholders. Our outstanding ~~Public~~ Warrants to purchase an aggregate of ~~22-21, 415-990, 400-179~~ shares of our ~~Class A common Common stock Stock~~ **Class A common Common stock Stock** are exercisable in accordance with the terms of the warrant agreement governing those securities. Each Warrant entitles its holder to purchase one share of our ~~Class A common Common stock Stock~~ **Class A common Common stock Stock** at an exercise price of \$ ~~11.75~~ **97** per share (~~as adjusted effective February 28, 2025, subject to further adjustment~~), and will expire at 5:00 p. m., New York time, on December ~~15-27~~, 2026 or earlier upon redemption of our Class A Common Stock or our liquidation. To the extent Warrants are exercised, additional shares of our Class A Common Stock will be issued, which will

result in dilution to our then existing stockholders and increase the number of shares of Class A Common Stock eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could depress the market price of our securities. We may not be able to timely and effectively implement controls and procedures required by Section 404 of the Sarbanes- Oxley Act of 2002, which could have a material adverse effect on our business. Under the Sarbanes- Oxley Act of 2022, we are required to provide management’s attestation on internal controls. The standards required for a public company under Section 404 of the Sarbanes- Oxley Act are significantly more stringent than those previously required of Holdings as a privately- held company. Management may not be able to effectively and timely implement controls and procedures that adequately respond to the increased regulatory compliance and reporting requirements that are applicable to us as a public company. If we are not able to implement the additional requirements of Section 404 in a timely manner or with adequate compliance, we may not be able to assess whether our internal controls over financial reporting are effective, which may subject us to adverse regulatory consequences and could harm investor confidence and lead to a decrease in the market price of our securities. Pursuant to the JOBS Act, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act for so long as we are an “ emerging growth company. ” Section 404 of the Sarbanes- Oxley Act requires annual management assessments of the effectiveness of our internal control over financial reporting, and generally requires in the same report a report by our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. However, under the JOBS Act, our independent registered public accounting firm ~~will is~~ not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act until we are no longer an “ emerging growth company. ” We will be an “ emerging growth company ” until the earlier of (1) the last day of the fiscal year (a) following November 10, 2025, the fifth anniversary of the consummation of our initial public offering, (b) in which we have total annual gross revenue of at least \$ 1. 23 billion or (c) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non- affiliates exceeds \$ 700 million as of the last business day of our prior second fiscal quarter, and (2) the date on which we have issued more than \$ 1. 0 billion in non- convertible debt during the prior three- year period. Accordingly, until we cease being an “ emerging growth company ” stockholders will not have the benefit of an independent assessment of the effectiveness of our internal control environment. Our ability to successfully operate our business largely depends upon the efforts of certain key personnel. The loss of such key personnel could adversely affect our operations and profitability. Our ability to successfully operate our business depends upon the efforts of certain key personnel. The unexpected loss of key personnel may adversely affect our operations and profitability. In addition, our future success depends in part on our ability to identify and retain key personnel to expand and / or succeed senior management. Furthermore, while we have closely scrutinized the skills, abilities and qualifications of our key personnel, our assessment may not prove to be correct. If such personnel do not possess the skills, qualifications or abilities we expect or those necessary to manage a public company, the operations and profitability of our business may be adversely impacted. Our ability to meet expectations and projections in any research or reports published by securities or industry analysts, or a lack of coverage by securities or industry analysts, could result in a depressed market price and limited liquidity for our securities. The trading market for our securities ~~will may~~ be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market, or our competitors. ~~If no securities or industry analysts- Analyst commence coverage of us, prices for our securities would likely be less than that which would obtain if we had such coverage and the liquidity, or trading volume of our securities may be limited, making it more difficult for a holder to sell securities at an acceptable price or amount. If any analysts do cover us, their~~ projections may vary widely and may not accurately predict the results we actually achieve. Prices for our securities may decline if our actual results do not match the projections of research analysts covering us. Similarly, if one or more of the analysts who write reports on us downgrades our securities or publishes inaccurate or unfavorable research about our business, prices for our securities could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, prices for our securities or trading volume could decline. Future sales of our securities, including resale of securities issued to ~~the~~ certain stockholders, may reduce the market price of our securities that you might otherwise obtain. ~~Upon expiration~~ **Future sales** of the lockup period applicable to our securities held by ~~certain of our~~ stockholders ~~may sell which hold~~ large amounts of our securities , ~~including in the open market~~ **underwritten offerings that we may be required to facilitate pursuant to such stockholders' registration rights,** or in privately negotiated transactions , **may reduce the price of our securities**. The registration and availability of such a significant number of securities for trading in the public market may increase the volatility in the price of our securities or put significant downward pressure on the price of our securities. In addition, we may use shares of our ~~Class A common~~ **Common stock Stock** as consideration for future acquisitions, which could further dilute our stockholders. Because certain significant ~~shareholders~~ **stockholders** control a significant percentage of our ~~Class A common~~ **Common stock Stock** , such ~~shareholders~~ **stockholders** may influence major corporate decisions of the Company and our interests may conflict with the interests of other holders of our ~~Class A common~~ **Common stock Stock** . At March ~~04-1~~ **2024 2025** , ~~Resolute~~ **LLR Equity Partners IV, L. P. and LLR Equity Partners Parallel IV, L. P.** (the “ ~~LLR Parties~~ ”) and Michele D. Logan and any trust, entity or other similar vehicle or account affiliated with Michele D. Logan (the “ ~~Logan Parties~~ ”) ~~beneficially own~~ **owns** approximately ~~43-50.5~~ **50.5** % and 27-%, respectively of the ~~shares~~ **shares** voting power of our outstanding ~~shares of Class A common~~ **Common stock Stock** . As a result of this control, ~~Resolute is~~ **the LLR Parties and the Logan Parties** will be able to influence matters requiring approval by our stockholders and / or our Board, including the election of directors and the approval of business combinations or dispositions and other extraordinary transactions. ~~Resolute~~ **The LLR Parties and the Logan Parties** may also have interests that differ from the interests of other holders of our securities and may vote in a way with which you disagree and which may be adverse to your interests. The concentration of ownership may have the effect of delaying, preventing or deterring a change of control of the Company and may materially and adversely affect the market price of our securities. In addition, ~~Resolute~~ **the LLR Parties or the Logan Parties** may in the future own businesses that

directly compete with the business of the Company. **Additionally, following the Spin- Off, our business, which we operate through Holdings, is managed by Resolute Holdings, a separate public company that is party to the Management Agreement with Holdings. Pursuant to the Management Agreement, Resolute Holdings has substantial influence over our business, operations and strategy. See " Risks Related to the Resolute Holdings Management Agreement."** Our Charter renounces any expectancy in or right to be offered an opportunity to participate in certain transactions or matters that may be investment, corporate or business opportunities and that are presented to the Company or our officers, directors or stockholders. Our Charter provides that, to the fullest extent permitted by Delaware law, each member of Holdings, their respective affiliates (other than the Company and our subsidiaries) and, to the extent any member is a series limited liability company, any series thereof and all of their respective partners, principals, directors, officers, members, managers, equity holders and / or employees, including any of the foregoing who serve as officers or directors of the Company (each, an " Excluded Party "), shall not have any fiduciary duty to refrain from (a) directly or indirectly engaging in any opportunity in which we, directly or indirectly, could have an interest or expectancy or (b) otherwise competing with us. Our Charter also renounces, to the fullest extent permitted by Delaware law, any interest or expectancy that we have in any opportunity in which any Excluded Party engages, even if the opportunity is one in which we, directly or indirectly, could have had an interest or expectancy. To the fullest extent permitted by Delaware law, in the event that any Excluded Party acquires knowledge of an opportunity that may be an opportunity for itself, himself or herself and for us, such party shall have no duty to communicate or present such opportunity to us and shall not be liable to us or any of our stockholders for breach of any fiduciary duty as our stockholder, director or officer solely for having pursued or acquired such opportunity or for offering or directing such opportunity to another person. To the fullest extent permitted by Delaware law, no business opportunity will be deemed to be a potential corporate opportunity for us unless we would be permitted to undertake the opportunity under our Charter, we have sufficient financial resources to undertake the opportunity and the opportunity would be in line with our business. Our Bylaws designate the ~~courts of the~~ Court of Chancery in the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by stockholders, which could limit the ability of stockholders to obtain a favorable judicial forum for disputes. Our Bylaws provide that, unless we consent in writing to the selection of an alternative forum, **the Court of Chancery in the State of Delaware will be the sole and exclusive forum for any stockholder to bring any state law claims for** (a) any derivative action or proceeding brought on behalf of us, (b) any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers or employees to us or our stockholders, (c) any action asserting a claim against us, our directors, officers or employees arising pursuant to any provision of the DGCL or our Charter or Bylaws or (d) any action asserting a claim against us, our directors, officers or employees governed by the internal affairs doctrine. Notwithstanding the foregoing, these provisions of the Bylaws will not apply to any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery (including suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America are the sole and exclusive forum), or for which the Court of Chancery does not have subject matter jurisdiction. While this exclusive provision applies to claims under the Securities Act, we note, however, that there is uncertainty as to whether a court would enforce this provision and that stockholders cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. This choice- of- forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with the Company, which may discourage such lawsuits. Alternatively, if a court were to find this provision of our Bylaws inapplicable or unenforceable with respect to one or more of the specified types of actions or proceedings, the Company may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect our business, financial condition and results of operations and result in a diversion of the time and resources of our management and Board. We may be required to take write- downs or write- offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and securities prices, which could cause you to lose some or all of your investment. If there are material issues in the business of our subsidiaries, or factors outside of our and our subsidiaries' control later arise, we may be forced to later write down or write off assets, restructure our operations, or incur impairment or other charges that could result in losses. Additionally, unexpected risks may arise and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non- cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about the Company or our securities. In addition, charges of this nature may cause us to be unable to obtain future financing on favorable terms or at all. We may be subject to securities litigation, which is expensive and could divert management attention. Our securities prices may be volatile and, in the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Litigation of this type could result in substantial costs and diversion of management' s attention and resources, which could have a material adverse effect on business, financial condition, results of operations and prospects. Any adverse determination in litigation could also subject us to significant liabilities. **53** ~~The future exercise of registration rights may adversely affect the market price of our securities. Sales of a substantial number of shares of common stock in the public market could occur at any time. In addition, certain registration rights holders can request underwritten offerings to sell their securities. These sales, or the perception in the market that the holders of a large number of securities intend to sell securities, could reduce the market price of our securities.~~