

Risk Factors Comparison 2025-02-28 to 2024-02-29 Form: 10-K

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

Our business, operations and financial results are subject to various risks and uncertainties that could materially adversely affect our business, financial condition, results of operations and the trading price of our Class A common stock. You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this Annual Report on Form 10-K, including Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and the related notes. If any of the following risks actually occur, it could harm our business, prospects, financial condition, and results of operations and future prospects. In such an event, the market price of our Class A common stock could decline and you could lose all or part of your investment. This Annual Report on Form 10-K also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of factors that are described below and elsewhere in this Annual Report.

Risks Related to Our Business and Industry If we fail to keep existing users or add new users, or if our users decrease their level of engagement with our products or do not convert to or remain paying users, our revenue, financial results and business may be significantly harmed. The size of our user base and our users' level of engagement and paid conversion are critical to our success. Our financial performance has been and will continue to be significantly determined by our success in adding, keeping and engaging users of our products and converting them into paying subscribers who remain continuing paying subscribers. We expect that the size of our user base will fluctuate or decline in one or more markets from time to time. If people do not perceive our products to be useful, effective, reliable, and / or trustworthy, we may not be able to attract or keep users or otherwise maintain or increase the frequency and duration of their engagement or the percentage of users that are converted into or remain paying subscribers. There is no guarantee that we will not experience an erosion of our user or subscriber base or engagement levels. User engagement can be difficult to measure, particularly as we introduce new and different products and services. Any number of factors can negatively affect user stickiness, growth, engagement and conversion, including if:

- users increasingly engage with other competitive products or services instead of our own;
- user behavior on any of our products changes, including decreases in the frequency and duration of use of our products and services;
- users feel that their experience is diminished as a result of the decisions we make with respect to the frequency, prominence, format, size and quality of ads that we display;
- users become concerned about our user data practices or other matters related to privacy, security and the sharing of user data;
- users lose confidence in our ability to teach language or there is a decrease in user stickiness as a result of users no longer being interested in pursuing online language learning or reaching a point where they feel our product cannot advance their language ability;
- users are no longer willing to pay for subscriptions or in-app purchases or we are unable to increase the price of our subscriptions or in-app purchases;
- users have difficulty installing, updating or otherwise accessing our products on mobile devices as a result of actions by us or third parties that we rely on to distribute our products and deliver our services;
- we fail to introduce new features, products or services that users find engaging or that are well received, or if we introduce new products or services, or make changes to existing products and services, that are not favorably received or that we are not able to monetize;
- initiatives designed to attract and keep users and increase engagement are unsuccessful or discontinued, whether as a result of actions by us, third parties or otherwise;
- third-party initiatives that may enable greater use of our products, including low-cost or discounted data plans, are discontinued;
- we adopt terms, policies or procedures related to areas such as user data or advertising that are perceived negatively by our users or the general public;
- we fail to combat inappropriate or abusive activity on our platform;
- we fail to provide adequate customer service to users, marketers or other partners;
- we fail to protect our brand image or reputation;
- we, our partners, or companies in our industry are the subject of adverse media reports or other negative publicity, including as a result of our or their user data practices;
- technical or other problems prevent us from delivering our products in a rapid and reliable manner or otherwise affect the user experience, such as unplanned site outages due to our failure or the failure of third-party systems we rely on, security breaches, distributed denial-of-service attacks or failure to prevent or limit spam or similar content;
- there is decreased engagement with our products as a result of internet shutdowns or other actions by governments that affect the accessibility of our products in any of our markets;
- there is decreased engagement with our products, or failure to accept our terms of service, as part of changes that we have implemented, or may implement, in the future in connection with regulations, regulatory actions or otherwise;
- there is decreased engagement with our products as a result of changes in prevailing social, cultural or political preferences in the markets where we operate;
- there are changes mandated by legislation, regulatory authorities or litigation that adversely affect our products or users.

From time to time, certain of these factors have negatively affected user stickiness, growth and engagement to varying degrees. If we are unable to maintain or increase our user base and user engagement, our revenue and financial results may be materially adversely affected. In addition, we may not experience rapid user growth or engagement in countries that have high mobile device penetration, but due to the lack of sufficient cellular based data networks, consumers rely heavily on Wi-Fi and may not access our products regularly throughout the day. Any decrease in user stickiness, growth or engagement is likely to have a material and adverse impact on our revenue, business, financial condition and results of operations. If our user growth rate slows or declines, we will become increasingly dependent on paid marketing to attract users and our ability to maintain or increase levels of user engagement and monetization in order to drive revenue growth. The online language learning industry is highly competitive, with low switching costs and a consistent stream of new products and entrants, and innovation by our competitors may disrupt our business. The online language learning industry is highly competitive, with a consistent stream of new products and entrants. As a result, new products, entrants and business models are likely to continue to emerge, both in the U. S. and

abroad. It is possible that a new product could gain rapid scale at the expense of existing brands through harnessing a new technology (such as generative AI), or a new or existing distribution channel, creating a new or different approach to connecting people or some other means. We compete for learners' time, attention, and share of wallet not only with other online and app-based language learning platforms, but also with offline forms of language learning. Because of the extensibility of the Duolingo platform beyond language learning, we also compete with language learning assessment providers and literacy platforms and may compete with other kinds of online learning platforms in the future. Many of the current and potential competitors, both domestically and internationally, have substantially greater financial, technical, sales, marketing and other resources than we do, as well as in some cases, lower costs. Some competitors offer more differentiated products (for example, online learning as well as physical classrooms and textbooks) that may allow them to more flexibly meet changing customer preferences. Some of our competitors may enjoy better competitive positions in certain geographical regions, user demographics or other key areas that we currently serve or may serve in the future, or in their ability to teach certain languages or to teach speakers of certain languages other languages. These advantages could enable these competitors to offer products that are more appealing to users and potential users than our products, to respond more quickly and / or cost- effectively than us to new or changing opportunities, new or emerging technologies or changes in customer requirements and preferences, or to offer lower prices than ours or to offer free language- learning products or services. There are a number of free online language- learning opportunities to learn grammar, pronunciation, vocabulary (including specialties in areas such as medicine and business), reading and conversation by means of podcasts and mobile applications, audio courses and lessons, videos, games, stories, news, digital textbooks, and through other means, which compete with our products. We estimate that there are thousands of free mobile applications for language learning; free products are provided in at least 50 languages by private companies, universities and government agencies. Low barriers to entry allow start- up companies with lower costs and less pressure for profitability to compete with us. Competitors that are focused more on user acquisition rather than profitability may be able to offer products at significantly lower prices or for free. As free online translation services improve and become more widely available and used, people may generally become less interested in language learning. If we cannot successfully attract users of these free products and convert a sufficient portion of these free users into paying users, our business could be adversely affected. If free products become more engaging and competitive or gain widespread acceptance by the public, demand for our products could decline or we may have to lower our prices, which could adversely impact our revenue and other results. Potential competitors also include larger companies that could devote greater resources to the promotion or marketing of their products and services, take advantage of acquisition or other opportunities more readily or develop and expand their products and services more quickly than we do. ~~For example, in 2020, Apple released "Translate," an iOS translation app developed by Apple for iOS devices, to translate text sentences or speech between several languages.~~ Potential competitors also include established social media companies that may develop products, features, or services that may compete with ours or operators of mobile operating systems and app stores. These social media and mobile platform competitors could use strong or dominant positions in one or more markets, and ready access to existing large pools of potential users and personal information regarding those users, to gain competitive advantages over us. These may include offering different product features, services or pricing models that users may prefer, which may enable them to acquire and engage users at the expense of our user growth or engagement. If we are not able to compete effectively against our current or future competitors and products or services that may emerge, the size and level of engagement of our user base may decrease, which could materially adversely affect our business, financial condition and results of operations. Changes to our existing brand and products, or the introduction of a new brand or products, could fail to attract or keep users or generate revenue and profits. Our ability to keep, increase, and engage our user base and to increase our revenue depends heavily on our ability to continue to evolve our existing brand and products and to create successful new brands and products. We may introduce significant changes to our existing brand and products, or acquire or introduce new and unproven brands, products and product extensions, including using technologies with which we have little or no prior development or operating experience or for which the regulatory environment is still unsettled. In addition, we often introduce a new product and delay its monetization until the product is more mature and the user base is better established. We have also invested, and expect to continue to invest, significant resources in growing our products to support increasing usage as well as new lines of business, new products, new product extensions and other initiatives to generate revenue. For example, in 2022, we launched our Math App, and in 2023 we launched our Music course, and at that time integrated both into the Duolingo App. However, neither of these has generated material revenue for us. More recently, we launched Duolingo Max which is powered by generative AI technology. There is no guarantee that investing in new lines of business, new products, new product features, new product extensions and other initiatives will succeed. If our new or enhanced brands, products, features or product extensions fail to engage users, we may fail to attract or keep users or to generate sufficient revenue, operating margin, or other value to justify our investments, and our business may be materially adversely affected. We have had operating losses in the past and we may not be able to achieve or maintain profitability in the future. We have recently achieved profitability, which we may be unable to sustain. Although our revenue has increased each quarter since the first quarter of 2018, there can be no assurances that it will continue to do so or that our margins will not decline over time. Our costs of revenues or operating expenses may continue to increase in the future as we increase our sales and marketing efforts and continue to invest in the development of products and services. These efforts may be costlier than we expect and we cannot guarantee that we will be able to increase our revenue to offset our operating expenses. Our revenue growth may slow or our revenue may decline for a number of other possible reasons, including reduced demand for our products or services, increased competition, a decrease in the growth or reduction in size of our overall market, or if we fail for any reason to capitalize on our growth opportunities. If we are unable to maintain profitability in the future, it could materially adversely affect our business, financial condition and results of operations. We have grown rapidly in recent years and have limited operating experience at our current scale of operations. If we are unable to manage our growth effectively, our brand, company culture and financial performance may suffer. We have

experienced rapid growth and demand for our services since inception. We have expanded our operations rapidly and have limited operating experience at our current size. As we have grown, we have increased our employee headcount and we expect headcount growth to continue for the foreseeable future. From December 31, 2018 to December 31, 2023-2024, our headcount grew from approximately 140 employees to approximately 720-830 employees. Further, as we grow, our business becomes increasingly complex. To effectively manage and capitalize on our growth, we must continue to expand our sales and marketing, focus on innovative product and content development, upgrade our management information systems and other processes, and obtain more space for our expanding staff. Our continued growth could strain our existing resources, and we could experience ongoing operating difficulties in managing our business across numerous jurisdictions, including difficulties in hiring, training, and managing a diffuse and growing employee base. Failure to **effectively scale and preserve our company culture** with our growth could harm our **brand future success, including the quality of our products and services**, our ability to retain and recruit personnel and to effectively focus on and pursue our corporate objectives. ~~If our management team does not effectively scale with our growth, we may experience erosion to our brand-- and, the quality of our products and services may suffer, and our company culture--~~ **future success** may be harmed. Moreover, we have been, and may in the future be, subject to legacy claims or liabilities arising from our systems and controls, content or workforce in earlier periods of our rapid development. Because we have a limited history operating our business at its current scale, it is difficult to evaluate our current business and future prospects, including our ability to plan for and model future growth. Our limited operating experience at this scale, combined with the rapidly- evolving nature of the market in which we operate, substantial uncertainty concerning how these markets may develop, and other economic factors beyond our control, reduces our ability to accurately forecast quarterly or annual revenue. Failure to manage our future growth effectively could have a material adverse effect on our business, financial condition, and operating results. Our costs are continuing to grow, and some of our investments have the effect of reducing our operating margin and profitability. If our investments are not successful, our business and financial performance could be harmed. Historically, our costs have increased each year since 2011 and we anticipate that our expenses will continue to increase in the future as we broaden our user base, develop and implement new products, market new and existing products and promote our brands, continue to expand our technical infrastructure **and physical office presence**, and continue to hire additional employees and contractors to support our expanding operations, including our efforts to focus on privacy, safety, and security. In addition, from time to time we may be subject to settlements, judgments, fines, or other monetary penalties in connection with legal and regulatory developments that may be material to our business. We may also invest in new platforms and technologies. Some of these investments may generate only limited revenue and reduce our operating margin and profitability. If these efforts are not successful, our ability to grow revenue will be harmed, which could materially adversely affect our business and financial performance. Our ~~quarterly~~ operating results and other operating metrics may fluctuate from quarter to quarter, which makes these metrics difficult to predict. Our quarterly operating results and other operating metrics have fluctuated in the past and may continue to fluctuate seasonally, and from quarter to quarter, which makes them difficult to predict. Our financial condition and operating results in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including, for example: • the timing, size and effectiveness of our research and development efforts; • the timing, size and effectiveness of our marketing efforts; • the timing and success of new product, service and feature introductions by us or our competitors or any other change in the competitive landscape of our market; • fluctuations in the rate at which we attract new users, the level of engagement of such users and the propensity of such users to subscribe to our brands or to purchase à la carte features; • successful expansion into international markets; • errors in our forecasting of the demand for our products and services, which could lead to lower revenue or increased costs, or both; • increases in sales and marketing, product development or other operating expenses that we may incur to grow and expand our operations and to remain competitive; • the diversification and growth of our revenue sources; • our ability to maintain gross margins and operating margins; • fluctuations in currency exchange rates and changes in the proportion of our expenses denominated in foreign currencies; • changes in our effective tax rate; • changes in accounting standards, policies, guidance, interpretations, or principles; • our development and improvement of the quality of the Duolingo language app and Duolingo English Test, other Duolingo experiences, including, enhancing existing and creating new products, services, technology and features; • the continued development and upgrading of our technology platform; • system failures or breaches of security or privacy; • our ability to obtain, maintain, protect and enforce intellectual property rights and successfully defend against claims of infringement, misappropriation or other violations of third- party intellectual property; • adverse litigation judgments, settlements, or other litigation- related costs; • changes in the legislative or regulatory environment, including with respect to privacy, intellectual property, consumer product safety, and advertising, or enforcement by government regulators, including fines, orders, or consent decrees; and • changes in business or macroeconomic conditions, lower consumer confidence in our business or in the online learning industry generally, recessionary conditions, increased inflation, increased interest rates, increased unemployment rates, stagnant or declining wages, political unrest, armed conflicts, or natural disasters. Any one of the factors above or the cumulative effect of some of the factors above may result in significant fluctuations in our results of operations. The variability and unpredictability of our quarterly operating results or other operating metrics could result in our failure to meet our expectations or those of analysts that cover us or investors with respect to revenue or other operating results for a particular period. If we fail to meet or exceed such expectations, the market price of our Class A common stock could fall substantially, and we could face costly lawsuits, including securities class action suits. Our user metrics and other operating metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may negatively affect our reputation and our business. We track certain key operational metrics, **such as MAUs, DAUs, paid subscribers, subscription bookings, total bookings**, and **certain** non- GAAP financial measures, **such as** ~~including MAUs, DAUs, paid subscribers, subscription bookings, total bookings~~, Adjusted EBITDA **and**, free cash flow, **constant currency measures and non- GAAP operating expenses**, to evaluate growth trends, measure our performance, and make strategic decisions. Our user

metrics are calculated using internal company data gathered on an analytics platform that we developed and operate, have not been validated by an independent third party and may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our user metrics are also affected by technology on certain mobile devices that automatically runs in the background of our application when another phone function is used, and this activity can cause our system to miscount the user metrics associated with such **in these instances. The methodologies used to measure these metrics require significant judgment and are susceptible to algorithm or other technical errors.** We continually seek to improve the accuracy of and our ability to track such data, but given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems, we expect to continue to encounter challenges, particularly if we continue to expand in parts of the world where mobile data systems and connections are less stable. In addition, we may improve or change our methodologies for tracking these metrics over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. ~~The methodologies used to measure these metrics require significant judgment and are also susceptible to algorithm or other technical errors. In addition, our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose.~~ If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our products are used across large populations globally. Errors or inaccuracies in our metrics or data could also result in incorrect business decisions and inefficiencies. For instance, if a significant understatement or overstatement of active users were to occur, we may expend resources to implement unnecessary business measures or fail to take required actions to attract a sufficient number of users to satisfy our growth strategies. **Our efforts** ~~We continually seek~~ to address technical issues in our ability to record such data and improve our accuracy **may not always be successful, but and** given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems, we expect these issues to continue, particularly if we continue to expand in parts of the world where mobile data systems and connections are less stable. If our operational metrics are not accurate representations of our business, or if investors do not perceive these metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be significantly harmed, our stock price could decline, we may be subject to stockholder litigation, and our business, financial condition, and results of operations could be materially adversely affected. We rely **primarily on a limited number of** third- party platforms such as the Apple App Store and the Google Play Store to distribute our products and collect payments. If we are unable to maintain a good relationship with such platform providers, if their terms and conditions or pricing changes to our detriment, if we violate, or if a platform provider believes that we have violated, the terms and conditions of its platform, or if any of these platforms loses market share or falls out of favor or is unavailable for a prolonged period of time, our business will suffer. Our products depend on mobile app stores and other third parties such as data center service providers, as well as third -party payment aggregators, computer systems, internet transit providers and other communications systems and service providers. Our mobile applications are almost exclusively accessed through and depend on the Apple App Store and the Google Play Store. We depend on Apple and Google approving our mobile applications to be distributed on their respective platforms. While our mobile applications are generally free to download from these stores, we offer our users the opportunity to purchase subscriptions and certain à la carte features through these applications. We determine the prices at which these subscriptions and features are sold. Purchases of these subscriptions and features via our mobile applications are mainly processed through the in- app payment systems provided by Apple and Google. As of December 31, **2023-2024** we paid Apple and Google, as applicable, a meaningful share (generally 15- 30 %) of the payments we receive from transactions processed through in- app payment systems **during the year**. In the **year twelve months** ended December 31, **2023-2024**, we derived **59 61** % of our revenue and **60-62** % of our total bookings from the Apple App Store, and 20 % of our revenue and 20 % of our total bookings from the Google Play Store. The timing of their payments also may change, which may negatively impact our cash receipts and working capital. Any interruption, even temporary, in their distribution platforms or ability to accept customer payments, may have material impacts on our business and operations. We are subject to the standard policies and terms of service of third- party platforms, which govern the promotion, distribution, content, monetization and operation generally of apps on the platform. Each platform provider has broad discretion to make changes to its operating systems or payment services or change the manner in which their mobile operating systems function and to change and interpret its terms of service and other policies with respect to us and other developers, and those changes may be unfavorable to us. For example, such changes could limit, eliminate or otherwise interfere with our products, our ability to distribute our applications through their stores, our ability to update our applications, including to make bug fixes or other feature updates or upgrades, the features we provide, the manner in which we market our in- app products, our ability to access native functionality or other aspects of mobile devices, and our ability to access information about our users that they collect. In addition, our distribution agreements with Apple and Google are generally terminable by Apple or Google without cause with 30 days prior written notice (to the extent allowed by applicable local law). Apple and Google may also terminate our agreements with them immediately (unless a longer period is required by applicable law) under certain circumstances, including upon our uncured breach of such agreements. To the extent Apple, Google or other third -party platform providers on which we rely make such changes or terminate our agreements with them, our business, financial condition and results of operations could be materially adversely affected. A platform provider may also change its fee structure, add fees associated with access to and use of its platform, alter how we are able to advertise on the platform, change how the personal information of its users is made available to application developers on the platform, limit the use of personal information for advertising purposes, or restrict how users can share information with their friends on the platform or across platforms. **In** ~~For example, in December 2017, Apple revised its App Store Guidelines to require the~~

disclosure of the odds of receiving certain types of virtual items from “loot boxes” (or similar mechanisms that offer a paid license to randomized virtual items) before customers purchase a license for the virtual items, and in May 2019 Google revised its Play Store policies to require similar disclosures. As another example, in April 2021 Apple released an update of iOS that requires its users, on an app-by-app basis, to explicitly opt-in to the use of identifier-for-advertising, a device identifier assigned by Apple to each of its devices and used by advertisers to attribute app installs to advertising campaigns, target users through user acquisition, and deliver targeted ads. This led to a reduction in the use of identifiers, and a more challenging environment for publishers and advertisers on iOS devices. If we violate, or a platform provider believes we have violated, its terms of service (or if there is any change or deterioration in our relationship with these platform providers), that platform provider could limit or discontinue our access to the platform. A platform provider could also limit or discontinue our access to the platform if it establishes more favorable relationships with one or more of our competitors or it determines that we are a competitor. Any limit or discontinuation of our access to any platform could significantly reduce our ability to distribute our products to users, decrease the size of the user base we could convert into paying users, or decrease the payments we derive from paying users or advertisers, each of which would materially and adversely affect our business, financial condition and results of operations. We also rely on the continued popularity, customer adoption, and functionality of third-party platforms. In the past, some of these platform providers have been unavailable for short periods of time or experienced issues with their in-app purchasing functionality. In addition, we are reliant on accurate and timely reporting from these third-party platforms to accurately report our financials. If any of these events occur on a prolonged, or even short-term, basis or other similar issues arise that impact users’ ability to access our app, access social features or our ability to get accurate financial data, our business, financial condition, results of operations or reputation may be harmed. We rely on third-party hosting and cloud computing providers, like Amazon Web Services (“AWS”) and Google Cloud, to operate certain aspects of our business. A significant portion of our product traffic is hosted by a limited number of vendors, and any failure, disruption or significant interruption in our network or hosting and cloud services could adversely impact our operations and harm our business. Our technology infrastructure is critical to the performance of our products and to user satisfaction, as well as our corporate functions. Our products and company systems run on a complex distributed system, or what is commonly known as cloud computing. We own, operate and maintain elements of this system, but significant elements of this system are operated by third-parties that we do not control and which would require significant time and expense to replace. We expect this dependence on third-parties to continue. We have suffered interruptions in service in the past, including when releasing new software versions or bug fixes, and if any such interruption were significant and / or prolonged it could adversely affect our business, financial condition, results of operations or reputation. In particular, a significant portion, if not almost all, of our product traffic, data storage, data processing and other computing services and systems is hosted by AWS and Google Cloud. AWS and Google Cloud provide us with computing and storage capacity pursuant to an agreement agreements that continues- continue until terminated by either party. The agreements require AWS and Google Cloud to provide us their standard computing and storage capacity and related support in exchange for timely payment by us. We have experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints. If a particular application is unavailable when users attempt to access it or navigation through a product is slower than they expect, users may stop using the application and may be less likely to return to the application as often, if at all. Any failure, disruption or interference with our use of hosted cloud computing services and systems provided by third-parties, like AWS or Google Cloud, could adversely impact our business, financial condition or results of operations. For example, on December 7, 2021, an outage of the AWS platform caused Duolingo to go offline for over 5 hours. To the extent we do not effectively respond to any such interruptions, upgrade our systems as needed and continually develop our technology and network architecture to accommodate traffic, our business, financial condition or results of operations could be adversely affected. Furthermore, our disaster recovery systems and those of third-parties with which we do business may not function as intended or may fail to adequately protect our critical business information in the event of a significant business interruption, which may cause interruption in service of our products, security breaches or the loss of data or functionality, leading to a negative effect on our business, financial condition or results of operations. In addition, we depend on the ability of our users to access the internet. Currently, this access is provided by companies that have significant market power in the broadband and internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, government-owned service providers, device manufacturers and operating system providers, any of whom could take actions that degrade, disrupt or increase the cost of user access to our products or services, which would, in turn, negatively impact our business. The adoption or repeal of any laws or regulations that adversely affect the growth, popularity or use of the internet, including laws or practices limiting internet neutrality, could decrease the demand for, or the usage of, our products and services, increase our cost of doing business and adversely affect our results of operations. We derive a portion of our revenues from advertisements. If we are unable to continue to compete for these advertisements, or if any events occur that negatively impact our relationships with advertising networks, our advertising revenues and operating results would be negatively impacted. We generate advertising revenue from the sale of display and video advertising delivered through advertising impressions. During the year ended December 31, 2023-2024, approximately 9-7.43% of our total revenues were derived from advertising. We generally enter into arrangements with the major programmatic advertising networks to monetize our advertising inventory. We need to maintain good relationships with these advertising networks to provide us with a sufficient inventory of advertisements. Online advertising, including through mobile applications, is an intensely competitive industry. Many large companies, such as Amazon, Facebook and Google, invest significantly in data analytics to make their websites and platforms more attractive to advertisers. Our advertising revenue is primarily a function of the number and hours of engagement of our free users and our ability to provide innovative advertising products that are relevant to our users, maintain or increase user engagement and satisfaction with our products, and enhance returns for our advertising partners. If our relationship with any

advertising partners terminates for any reason, or if the commercial terms of our relationships are changed or do not continue to be renewed on favorable terms, or if we cannot source high- quality ads consistent with our brand or product experience, we would need to qualify new advertising partners, which could negatively impact our revenues, at least in the short term. In addition, internet- connected devices and operating systems controlled by third parties increasingly contain features that allow device users to disable functionality that allows for the delivery of advertising on their devices or reduce the ability to provide personalized or targeted advertising, which results in less valuable ads. Device and browser manufacturers may include or expand these features as part of their standard device specifications. For example, when Apple announced that UDID, a standard device identifier used in some applications, was being superseded and would no longer be supported, application developers were required to update their apps to utilize alternative device identifiers such as universally unique identifier, or, more recently, identifier- for- advertising, which simplifies the process for Apple users to opt out of behavioral targeting. Furthermore, laws and regulations may also make it more difficult to deliver personalized or targeted advertising or impose requirements that result in more users making elections to block our ability to deliver targeted ads. If users do not elect to participate in functionality that supports the delivery of targeted advertising on their devices, our ability to deliver effective advertising campaigns could suffer, which could cause our business, financial condition, or results of operations to suffer. While the described changes did not result in material adverse impacts to us, the impact of similar potential future operating systems changes or potential future regulation on targeted advertising is highly uncertain. If we are not able to maintain the value and reputation of our brand, our ability to expand our base of users may be impaired, and our business and financial results may be harmed. We believe that our brand has significantly contributed to our word of mouth virality, which has in turn contributed to the success of our business. We also believe that maintaining, protecting and enhancing our brand is critical to expanding our base of users and, if we fail to do so, our business, financial condition and results of operations could be materially adversely affected. We believe that the importance of brand recognition will continue to increase, given the growing number of language learning applications, or “ apps, ” and the low barriers to entry for companies offering language learning products and services. Many of our new users are referred by existing users or are acquired by content created by unrelated third parties about our products, services and brand. Maintaining our brand will depend largely on our ability to continue to provide useful, reliable, trustworthy and innovative products, which we may not do successfully. Further, we **have and may in the future** experience media, legislative, or regulatory scrutiny of our actions or decisions regarding user privacy, encryption, content, contributors, advertising and other issues, which may materially adversely affect our reputation and brand. In addition, we may fail to respond expeditiously or appropriately to objectionable content within our app or practices by users, or to otherwise address user concerns, which could erode confidence in our brand. Maintaining and enhancing our brand will require us to make substantial investments and these investments may not be successful. Our growth and profitability rely, in part, on our ability to attract and keep users through cost- effective marketing efforts, including through our social media presence, use of social media influencers and performance marketing. Any failure in these efforts could materially adversely affect our business, financial condition and results of operations. We have increased our marketing expenditures over time in order to attract and keep users and sustain our growth. For the year ended December 31, ~~2024 and 2023 and 2022~~, our Sales and marketing expenses were \$ **90.5 million and \$ 75.8 million and \$ 67.0 million**, respectively. Evolving consumer behavior can affect the availability of profitable marketing opportunities. For example, as consumers communicate less via email and more via text messaging, messaging apps and other virtual means, the reach of email campaigns designed to attract new and repeat users (and keep current users) for our products is adversely impacted. To continue to reach potential users and grow our businesses, we must identify and devote our overall marketing activities and expenditures ~~to newer~~ **new and evolving** advertising channels, such as mobile and online video **and social media** platforms as well as targeted campaigns in which we communicate directly with potential, former and current users via new virtual means. For example, in ~~2021-2024 and 2022~~, we expanded our activities ~~on the TikTok platform~~ **in channels such as YouTube Shorts**. Generally, the opportunities in and sophistication of newer advertising channels are relatively undeveloped and unproven, and there can be no assurance that we will be able to continue to appropriately manage and fine- tune our marketing efforts in response to these and other trends in the advertising industry. Furthermore, these newer advertising channels often change rapidly, **including changes in policies and algorithms**, and can be subject to disruptions for reasons beyond our control (for example potential U. S. governmental restrictions on the TikTok platform). Any failure to successfully **and cost- effectively** manage our marketing efforts on, or disruptions to, social media ~~channels- platforms~~ **channels- platforms** that we have come to depend on for marketing, **including due to legislation, regulation, or directives (including executive orders)**, could materially adversely affect our business, financial condition and results of operations. **Furthermore, as laws and regulations and public opinion rapidly evolve to govern the use of these social media platforms, the failure by us, our employees, the social media influencers with whom we partner, or third parties acting at our direction to abide by applicable laws and regulations in the use of these platforms or otherwise could subject us to regulatory investigations, class action lawsuits, liability, fines or other penalties and have a material adverse effect on our business, financial condition and operating results. In addition, we engage in influencer- led campaigns as a part of our marketing strategy. An increase in the use of social media for marketing may cause an increase in the burden on us to monitor compliance of such materials, and increase the risk that such materials could contain problematic product or marketing claims in violation of applicable regulations. For example, in some cases, the FTC has sought enforcement action where an endorsement has failed to clearly and conspicuously disclose a financial relationship or material connection between an influencer and an advertiser. While we ask our influencers to comply with the FTC regulations and our guidelines, we do not regularly monitor what our influences post, and if we were held responsible for the content of their posts, we could be forced to alter our practices, which could have material adverse effect on our business, financial condition, and results of operations. Negative commentary regarding us, our products or influencers, and other third parties who are affiliated with us may also be posted on social media platforms and may be adverse to our reputation or business. Influencers with**

whom we maintain relationships could engage in behavior or use their platforms to communicate directly with our customers in a manner that reflects poorly on our brand and may be attributed to us or otherwise adversely affect us. It is not possible to prevent such behavior, and the precautions we take to detect this activity may not be effective in all cases. The harm may be immediate, without affording us an opportunity for redress or correction. See “ — Unfavorable media coverage could materially adversely affect our business, brand image or reputation. ” We are subject to certain risks as a mission-based company. We believe that a critical contributor to our success has been our commitment to make free language learning available worldwide in an effort to help people throughout the world improve their economic outcomes. The mission of Duolingo is a significant part of our business strategy and who we are as a company. We believe that Duolingo users value our commitment to our mission. However, because we hold ourselves to such high standards, and because we believe our users have come to have high expectations of us, we may be more severely affected by negative reports or publicity if we fail, or are perceived to have failed, to live up to Duolingo’s mission. For example, maintaining a free version of the app that is both effective and enjoyable is central to Duolingo’s mission. As a result, our brand and reputation may be negatively affected by actions we take that are viewed as contrary to that mission, such as features that are only available to paid subscribers or changes to the free offering that are viewed as undermining how fun or effective the free offering is. In these or other circumstances, the damage to our reputation may be greater than to other companies that do not share similar values with us, and it may take us longer to recover from such an incident and gain back the trust of our users. We have made and in the future may make decisions regarding our business and products in accordance with Duolingo’s mission and values that may reduce our short- or medium- term operating results if we believe those decisions are consistent with the mission and will improve the aggregate user experience. **Our** Although we expect that our commitment to Duolingo’s mission will, accordingly, **may not result in improve improved** our financial performance and value over the long term, **these and our** decisions may not be consistent with the expectations of investors **and**. **In addition,** any longer- term benefits may not materialize within the time frame we expect or at all, which could harm our business, revenue and financial results. **Unfavorable media coverage could materially adversely affect our business, brand image or reputation.** Unfavorable publicity or media reports regarding us, our privacy practices, our social media activities, data security compromises or breaches, product changes, product or service quality or features, litigation or regulatory activity or regarding the actions of our partners, our users, our employees or other companies in our industry, could materially adversely affect our brand image or reputation, regardless of the veracity of such publicity or media reports. If we fail to protect our brand image or reputation, we may experience material adverse effects to the size, demographics, engagement, and loyalty of our user base, resulting in decreased revenue, fewer app installs (or increased app uninstalls), or slower user growth rates. Damage to our brand or reputation could also adversely affect educational institutions’ willingness to accept the Duolingo English Test, which in turn could slow the growth of, or reduce, our revenue from the Duolingo English Test. In addition, if securities analysts or investors perceive any media coverage of us to be negative, the price of our Class A common stock may be materially adversely affected. Any of the foregoing could materially adversely affect our business, financial condition and results of operations. Our future success depends on the continuing efforts of our key employees and our ability to attract and retain highly skilled personnel and senior management. We currently depend on the continued services and performance of our key personnel, including Luis von Ahn and Severin Hacker. If one or more of our executive officers or key employees were unable or unwilling to continue their employment with us, we might not be able to replace them easily, in a timely manner, or at all. The risk that competitors or other companies may poach our talent increases as we continue to build our brands and become more well- known. Our key personnel have been, and may continue to be, subject to poaching efforts by our competitors and other internet and high- growth companies, including well- capitalized players in the social media and consumer internet space. The loss of key personnel, including members of management as well as key engineering, product development, design and marketing personnel, could disrupt our operations and have a material adverse effect on our business. The success of our brand also depends on the commitment of our key personnel to our mission. To the extent that any of our key personnel act in a way that does not align with our mission, our reputation could be materially adversely affected. See “ — Our employees, consultants and third party providers could engage in misconduct that materially adversely affects us. ” Our future success will depend upon our continued ability to identify, hire, develop, motivate, and retain highly skilled individuals across the globe, with the continued contributions of our senior management being especially critical to our success. Competition for well- qualified, highly skilled employees in our industry is intense and our continued ability to compete effectively depends, in part, upon our ability to attract and retain new employees. The programs we have established to attract new employees and provide incentives to retain existing employees, particularly our senior management, may result in additional expenses and may not have the desired effect. For example, there has been increasing scrutiny on **certain human capital diversity, equity, and inclusion (“DEI”)** initiatives and activism by groups, both those seeking to promote and constrain such initiatives, which may require us to incur costs, subject us to litigation or activism or result in adverse impacts on employee recruitment, engagement, and retention. We cannot guarantee that we will be able to attract new employees or retain the services of our senior management or any other key employees in the future. Additionally, we believe that our culture and core values have been, and will continue to be, a key contributor to our success and our ability to foster the innovation, creativity and teamwork we believe we need to support our operations. If we fail to effectively manage our hiring needs and successfully integrate our new hires, or if we fail to effectively manage remote work arrangements, our efficiency and ability to meet our forecasts and our ability to maintain our culture, employee morale, productivity and retention could suffer, and our business, financial condition and results of operations could be materially adversely affected. **Finally, effective Effective** succession planning is also important to our future success. If we fail to **ensure plan for** the effective transfer of senior management knowledge and smooth transitions involving senior management **across our various businesses**, our ability to execute short and long term strategic, financial and operating goals, as well as our business, financial condition, and results of operations generally, could be materially adversely affected. Our employees, consultants and third party providers could engage in

misconduct that materially and adversely affects us. Misconduct by these parties could include intentional failures to comply with the applicable laws and regulations in the U. S. and abroad, report financial information or data accurately or disclose unauthorized activities to us. These laws and regulations may restrict or prohibit a wide range of pricing, discounting and other business arrangements. Such misconduct could result in legal or regulatory sanctions and cause serious harm to our reputation. It is not always possible to identify and deter misconduct by these parties, and any other precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses, or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could result in the imposition of significant civil, criminal and administrative penalties, which could have a significant impact on our business. Whether or not we are successful in defending against such actions or investigations, if any of our employees, consultants or third party providers were to engage in or be accused of misconduct, we could be exposed to legal liability, incur substantial costs, our business and reputation could be materially adversely affected, and we could fail to retain key employees. See “ — Unfavorable media coverage could materially adversely affect our business, brand image or reputation. ” If the recognition by schools, governments, and other institutions of the value of technology- based assessment does not continue to grow, or if such institutions reduce their reliance on the Duolingo English Test or assessment in general, our ability to generate revenue from our assessment, including our Duolingo English Test, could be impaired. The success of the Duolingo English Test, from which we derived approximately **7-6.8-1%** of our total revenue for the year ended December 31, **2023-2024**, depends in part upon the continued recognition and acceptance by schools, governments, and other institutions of technology-based assessment, ~~such as the Duolingo English Test, and upon the continued utilization of assessment in general.~~ **As a result of the COVID-19 pandemic, in 2020, a number of universities waived standardized test requirements for admissions requirements and some universities plan to phase out requirements for standardized testing altogether. In addition, some have questioned the validity of language assessments taken online.** If schools, governments, and other institutions reduce their reliance, or altogether cease to use standardized testing as part of admissions processes or otherwise, or reduce or eliminate reliance on standardized testing, it would have a material adverse effect on our Duolingo English Test business, which could adversely affect our revenues and results of operations. For example, a country’s ~~political~~ decision to cap or reduce immigration, particularly international student immigration, could reduce the number of Duolingo English Tests that are taken for the purpose of immigration to that country. Likewise, if trends in international education shift away from English- speaking destination countries, **such as the U. S.**, where the Duolingo English Test is accepted, we may see a reduction in the number of Duolingo English Tests taken. See “ — We operate in various international markets, including certain markets in which we have limited experience. As a result, we face additional risks in connection with certain of our international operations. ” Similarly, we continually seek to expand the number of schools, governments, and other institutions that accept the Duolingo English Test, including through direct engagement, government tenders, and other channels. If we are unable to do so, ~~or if schools, governments, and other institutions rescind their acceptance of the Duolingo English Test,~~ **it may have a material adverse effect on our ability to grow the number of tests taken through the Duolingo English Test.** **Certain schools, governments, and other institutions have in the past rescinded their acceptance of the Duolingo English Test, and if there is an increase in the number of institutions to do so, it may adversely affect our business and financial results.** For example, loss of confidence in the Duolingo English Test’s validity, security, or other characteristics could lead to a reduction in the number of accepting institutions, which could in turn reduce the appeal of the Duolingo English Test to test takers and adversely affect our revenues and results of operations. See “ — Unfavorable media coverage could materially adversely affect our business, brand image or reputation. ”. Both our mobile learning application and the Duolingo English Test are available all over the world, **and we have operations in various international markets.** Operating internationally, particularly in countries in which we have limited experience, exposes us to a number of additional risks, including: • operational and compliance challenges caused by distance, language and cultural differences; • the cost and resources required to localize our platform and services, which often requires the translation of our platform into foreign languages and adaptation for local practices and regulatory requirements; • difficulties in staffing and managing international operations; • differing levels of social and technological acceptance of our products or lack of acceptance of them generally; • foreign currency fluctuations, and in particular, decreases in the value of foreign currencies relative to the U. S. dollar; **• imposition of tariffs on our products or other regulatory demands or retaliatory actions in regions where we sell our products** • restrictions on the transfer of funds among countries and back to the U. S., as well as costs associated with repatriating funds to the U. S.; • differing and potentially adverse tax laws, including resulting from the complexities of foreign corporate income tax systems, value added tax (“ VAT ”) regimes, tax withholding rules, and other indirect taxes, tax collection or remittance obligations, and restrictions on the repatriation of earnings; • multiple, conflicting and changing laws, rules and regulations, and difficulties understanding and ensuring compliance with those laws, rules and regulations by both our employees and our users, over whom we exert no control; • compliance challenges due to different laws and regulatory environments, particularly in the case of privacy, data security, and content, which are complex, sometimes inconsistent, and subject to unexpected changes; • competitive environments that favor local businesses; • reduced or varied protection for our intellectual property rights in some countries; • low usage and / or penetration of internet-connected consumer electronic devices; • political tension or social unrest and economic instability, particularly in countries in which we operate; • trade sanctions, political unrest, terrorism, war, health and safety epidemics or the threat of any of these events; and • breaches or violation of any anti- corruption laws, rules or regulations applicable to our business, including but not limited to the Foreign Corrupt Practices Act of 1977, as amended. Moreover, geopolitical tensions or regulatory uncertainty in countries in which we operate, such as China, may prevent us from operating in certain countries or increase our costs of operating in those countries. Additionally, if enforcement authorities demand access to our user data or require that we obtain hard to obtain local licenses, our failure to comply with those demands or obtain those licenses could lead to our inability to

operate in such countries or other punitive acts. In addition to the factors listed above, we have invested to expand our operations in China, which is an intensely competitive market, both on the consumer side and from a talent perspective. We expect to continue to incur significant expenses to operate our business in China, and we may not achieve profitability in that market. **In addition, any U. S. action affecting trade, tax or other policy with China could have the effect of increasing the cost of conducting our operations in China or result in retaliatory actions against U. S. interests.** As we expand our operations in China, the above factors, sentiment of the workforce in China, and China’s policy towards foreign direct investment and for profit educational technology companies may particularly impact our operations in China. Further, as we expand our operations in China, we expect to continue to make modifications to the way our website, mobile apps, offerings, and features function in China as compared to other countries. In addition, our business practices in China need to comply with local laws and regulations, which may be interpreted and enforced in ways that are different from our interpretation, and / or create obligations on us that are costly to meet or conflict with laws in other jurisdictions. For instance, in the fall of 2021 our language learning application became unavailable for download on most app stores in China. While this was temporary and we were reinstated in May 2022, it serves as an example of how the Chinese regulatory regime could adversely impact our efforts in China. Our office of over 30 employees in Beijing makes it easier for the Chinese authorities to bring enforcement actions against us. The occurrence or impact of any or all of the events described above could materially adversely affect our international operations, which could in turn materially adversely affect our business, financial condition and results of operations. An economic downturn or economic uncertainty may adversely affect consumer discretionary spending and demand for our products and services. Our products and services may be considered discretionary items for consumers. Factors affecting the level of consumer spending for such discretionary items include general economic conditions, and other factors, such as consumer confidence in future economic conditions, fears of recession, inflation, the availability and cost of consumer credit, levels of unemployment, and tax rates. In recent years, the U. S. and other significant economic markets have experienced cyclical downturns and worldwide economic conditions remain uncertain. As global economic conditions continue to be volatile or economic uncertainty remains, trends in consumer discretionary spending also remain unpredictable and subject to reductions. ~~To date, our business has operated almost exclusively in a relatively strong economic environment and, therefore, we cannot be sure the extent to which we may be affected by recessionary conditions.~~ Unfavorable economic conditions may lead consumers to delay or reduce purchases of our products and consumer demand for our products may not grow as we expect. Our sensitivity to economic cycles and any related fluctuation in consumer demand for our products and services could ~~materially adversely affect~~ **negatively impact user adoption and purchase of our products and could therefore harm** our business, financial condition, and results of operations. In addition, political instability or adverse political developments, could harm our business, financial condition and results of operations. Security breaches of our ~~IT networks, systems~~ **Systems or applications**, improper ~~or~~ unauthorized access to or disclosure of our ~~Confidential Information proprietary data or user-related data, including personal data~~, other hacking and social engineering or phishing attacks on our ~~IT systems~~ **Systems** or service, or other cyber incidents could disrupt our services or compromise ~~sensitive Confidential information~~ **Information** related to our business ~~and/or personal data processed by us or on our behalf~~ and expose us to liability, which could harm our reputation and materially adversely affect our business. Our products and services and the operation of our business involve the collection, storage, processing, and transmission of data, including personal data **related to users and others, as well as proprietary information belonging to our business (collectively, “ Confidential Information ”)**. We rely on computer systems, hardware, software, technology infrastructure and online sites and networks for both internal and external operations that are critical to our business (collectively, “ IT Systems ”). The ~~information~~ **IT systems** ~~Systems~~ that store and process such ~~data~~ **Confidential Information**, including information systems of third parties, are susceptible to increasing threats of continually evolving cybersecurity risks. In particular, our industry is prone to cyber- attacks by third parties seeking unauthorized access to ~~confidential Confidential Information or sensitive data, including user personal data~~, or to disrupt our ability to provide services. We face an ever- increasing number of threats to our ~~IT Systems and Confidential information~~ **Information** systems from a broad range of threat actors, including foreign governments, criminals, competitors, computer hackers, cyber terrorists and politically motivated groups or individuals, and we have previously experienced various attempts to access our ~~IT Systems and Confidential information~~ **Information** systems. These threats include physical or electronic break- ins, security breaches from inadvertent or intentional actions by our employees, contractors, consultants, and / or other third parties with otherwise legitimate access to our systems, website or facilities, or from cyber- attacks by malicious third parties which could ~~breach~~ **disrupt our IT Systems or data** ~~impact our Confidential Information~~. **Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools — including AI — that circumvent security controls, evade detection and disrupt our systems remove forensic evidence**. There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our ~~IT systems~~ **Systems** and ~~Confidential information~~ **Information**. Any such breach that compromises our ~~IT Systems or Confidential information~~ **Information** technology systems or the ~~personal data processed on such systems~~ could cause ~~data breaches~~, interruptions, delays ~~or~~, operational malfunctions, **or otherwise impact the confidentiality, integrity, and availability of our IT Systems and Confidential Information**, which in turn could have a material adverse effect on our reputation, business, financial condition, results of operations and prospects. Such security breaches or disruptions have occurred on our ~~IT systems~~ **Systems** in the past and will occur on our ~~IT systems~~ **Systems in the future. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur** in the future. The risks related to a security breach or disruption, including through ransomware, a distributed denial- of- service (“ DDoS ”) attack, computer malware, viruses, social engineering (predominantly spear phishing attacks), and general hacking, have become more prevalent in our industry and have generally increased as the number, intensity, and sophistication of attempted attacks and

intrusions from around the world have increased. We also regularly encounter attempts to create false or undesirable user accounts and ads or take other actions on our platform for objectionable ends. As a result of our prominence, the size of our user base, the volume of ~~personal data~~ **Confidential Information** on our systems, the reach and popularity of our social media accounts, and the evolving nature of our products and services (including our efforts involving new and emerging technologies), we may be a particularly attractive target for such attacks, including from highly sophisticated, state-sponsored, or otherwise well-funded criminal actors. Our efforts to address undesirable activity on our platform also increase the risk of retaliatory attacks. Such breaches and attacks on us or our third-party service providers may cause interruptions to the services we provide, degrade the user experience, cause users or marketers to lose confidence and trust in our products and decrease the use of our products or stop using our products in their entirety, impair our ~~internal IT systems~~ **Systems**, impact our **Confidential Information**, or result in financial harm to us. ~~Any failure to prevent or mitigate security breaches and unauthorized access to or disclosure of our data or user data, including personal information, content, or payment information from users, or information from marketers, could result in the loss, modification, disclosure, destruction, or other misuse of such data, which could subject us to legal liability and penalties, harm our business and reputation and diminish our competitive position. We may incur significant costs in protecting against or remediating such incidents and as cybersecurity incidents continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. Our efforts to protect our confidential and sensitive data, the data of our users or other personal information we receive, and to prevent or disable undesirable activities on our platform, may also be unsuccessful due to: malicious code embedded in open-source software, or misconfigurations, software bugs or other technical malfunctions or vulnerabilities in commercial software that is integrated into our (and our service providers') information technology systems; employee, contractor, or vendor error or malfeasance, including defects or vulnerabilities in our service providers' information technology systems or offerings; government surveillance; breaches of physical security of our facilities or technical infrastructure; or other threats that may surface or evolve. Third parties may attempt to fraudulently induce employees or users to disclose information in order to gain access to our data or our users' data. Cyber-attacks, including account take over, have increased. Account take over attacks occur when users re-use passwords from other sites, those sites have data leaks or breaches, and attackers acquire and use credentials from the other site to log in as those users on our site. Cyber-attacks continue to evolve in sophistication and volume, and threat actors are becoming increasingly sophisticated in using techniques and tools, including AI, that circumvent security controls, evade detection, and / or remove forensic evidence, and attacks, and may therefore be difficult to detect for long periods of time. Although we have developed systems and processes that are designed to protect our data and user data, to prevent data loss, to disable undesirable accounts and activities on our platform, and to prevent or detect security breaches, we cannot assure you that such measures will be successful, that we will be able to anticipate or detect all cyber-attacks or other breaches, that we will be able to react to cyber-attacks or other breaches in a timely manner, or that our remediation efforts will be successful. We may incur significant costs in connection with such remediation efforts, including the costs of notifying applicable regulators and affected users, or offering credit monitoring services. We may also incur significant legal and financial exposure, including legal claims, higher transaction fees and regulatory fines and penalties as a result of any compromise or breach of our systems or data security, or the systems and data security of our third party providers. In addition, even though some user accounts are compromised due to user error or breaches unrelated to our products or security (such as during an account take over attack), users or the general public may become less confident in our product as a result of such compromises. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, some of our partners may receive or store **Confidential Information** provided by us or by our users through mobile or web applications integrated with our applications and we use third-party service providers to store, transmit and otherwise process certain **Confidential**; sensitive or personal information **Information** on our behalf. If these third parties fail to adopt or adhere to adequate data security practices, or in the event of a breach of their networks, our ~~data or~~ **Confidential Information (including** our users' data **)** may be improperly accessed, used, or disclosed, which could subject us to legal liability. We cannot control such third parties and cannot guarantee that a security breach will not occur on their systems. Although we may have contractual protections with our third-party service providers, contractors and consultants, any actual or perceived security breach could harm our reputation and brand, expose us to potential liability or require us to expend significant resources on data security and in responding to any such actual or perceived breach. Any contractual protections we may have from our third-party service providers, contractors or consultants may not be sufficient to adequately protect us from any such liabilities and losses, and we may be unable to enforce any such contractual protections. **Any adverse impact to the availability, integrity or confidentiality of our IT Systems or Confidential Information can result in legal claims or proceedings (such as class actions), regulatory investigations and enforcement actions, fines and penalties, negative reputational impacts that cause us to lose existing or future customers, and / or significant incident response, system restoration or remediation and future compliance costs. Any or all of the foregoing could materially adversely affect our business, results of operations, and financial condition.** While our insurance policies include liability coverage for certain of these matters, subject to retention amounts that could be substantial, if we experience a significant security incident, we could be subject to liability or other damages that exceed our insurance coverage and we cannot be certain that such insurance policies will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our financial condition, results of operations, and cash flows. ~~If the security of personal and confidential or sensitive user information that we maintain and store is breached, or otherwise accessed by unauthorized persons, it may be costly to remediate such breach, subject us to regulatory investigations or private party~~~~

lawsuits, and our reputation could be harmed. We receive, process, store, and transmit personal user and other confidential or sensitive information, including payment card information and personal information of our employees and users. In some cases, we engage third-party service providers to process or store this information. We continuously develop and maintain a security management program designed to mitigate the risk to the confidentiality, integrity and availability of this information, but there can be no assurance that our program will be fully implemented, complied with or effective in protecting our systems and information. We have experienced past incidents (which to our knowledge were immaterial) and cannot guarantee that inadvertent or unauthorized use or disclosure of such information will not occur in the future or that third parties will not gain unauthorized access to such information despite our security management program. When such incidents occur, we may not be able to remedy them, we may be required by law to notify regulators and individuals whose personal information was used or disclosed without authorization, we may be subject to claims against us, including government enforcement actions or investigations, fines and litigation (including class action lawsuits), and we may have to expend significant capital and other resources to mitigate the impact of such events, including developing and implementing protections designed to prevent future events of this nature from occurring. When breaches of our or our third-party service providers' and partners' information technology systems occur or unauthorized access to any of the confidential, sensitive or other personal information we collect or process occurs, the perception of the effectiveness of our security measures, the security measures of our partners and our reputation may be harmed, we may lose current and potential users and the recognition of our various brands and such brands' competitive positions may be diminished, any or all of which might materially adversely affect our business, financial condition and results of operations. In addition even if there has not been an actual breach, the mere allegation of a breach (such as when a third party aggregates publicly available data on our users via data-scraping for example and makes it available) can adversely affect the perception of the effectiveness of our security measures, how safe it is to use our applications and our reputation, which could have similar effects to an actual breach. See "Our success depends, in part, on our ability to access, protect, collect, and use personal data, and our failure to comply with the varying and rapidly-evolving regulatory framework on privacy and data protection across jurisdictions could result in claims, changes to our business practices, monetary penalties or other forms of liability, increased cost of operations, brand damage reputational harm, or declines in user growth or engagement, or otherwise harm have a material adverse effect on our business." We are subject to a number of risks related to payment cards, including data security breaches and fraud that we or third parties experience or additional regulation, any of which could materially adversely affect our business, financial condition and results of operations. In addition to purchases through the Apple App Store and the Google Play Store, we accept payment from our users through payment card transactions, certain online payment service providers, and mobile payment platforms. The As a result, we are subject to the Payment Card Industry Data Security Standard ("PCI-DSS"), issued by the Payment Card Industry Security Standards Council. PCI-DSS contains compliance guidelines with regard to our security surrounding the physical and electronic storage, processing and transmission of cardholder data. Compliance with PCI-DSS and implementing related procedures, technology and information security measures requires significant resources and ongoing attention. If we or our service providers are unable to comply with the security standards established by banks and the payment card industry, including PCI-DSS, we may be subject to fines, restrictions and expulsion from card acceptance programs, which could materially and adversely affect our business. When we or a third party experiences a data security breach involving account data or other payment information, affected cardholders will often cancel or replace their card numbers. In the case of a breach experienced by a third party, the more sizable the third party's customer base and the greater the number of payment cards or accounts impacted, the more likely it is that our users would be impacted by such a breach. To the extent our users are ever affected by such a breach experienced by us or a third party, affected users would need to be contacted to obtain new payment card information and process any pending transactions. It is likely that we would not be able to reach all affected users, and even if we could, some users' new payment card information may not be obtained and some pending transactions may not be processed, which could materially adversely affect our business, financial condition and results of operations. Our third party payment service providers utilize tokenization tools to replace sensitive cardholder information with a stand-in token to help secure individual cardholder bank account details in payment card transactions and to reduce the number of systems that have access to our customers' payment card information. While these tokenization tools can help mitigate the data security risks associated with payment card transactions, it does not eliminate those risks altogether. Even if our users are not directly impacted by a given data security breach, they may lose confidence **in the ability of service providers to protect their personal information generally, which could cause them to stop using their payment cards online and choose alternative payment methods that are not as convenient for us or restrict our ability to process payments without significant cost or user effort. Additionally, if we fail to adequately prevent fraudulent payment card transactions, we may face litigation, fines, governmental enforcement action, civil liability, diminished public perception of our security measures, significantly higher payment card-related costs and substantial remediation costs, or refusal by payment card processors to continue to process payments on our behalf, any of which could materially adversely affect our business, financial condition and results of operations. Finally, the** ability of service providers to protect their personal information generally, which could cause them to stop using their payment cards online and choose alternative payment methods that are not as convenient for us or restrict our ability to process payments without significant cost or user effort. Additionally, if we fail to adequately prevent fraudulent payment card transactions, we may face litigation, fines, governmental enforcement action, civil liability, diminished public perception of our security measures, significantly higher payment card-related costs and substantial remediation costs, or refusal by payment card processors to continue to process payments on our behalf, any of which could materially adversely affect our business, financial condition and results of operations. Finally, the **ability** to access such payment-related information on a real-time basis without having to proactively reach out to the consumer each time we process an auto-renewal payment or a payment for the purchase of a premium feature on any of our products is critical to our success and a seamless experience for our users. **The** When we or a

third party experiences..... results of operations. Finally, the passage or adoption of any legislation or regulation affecting the ability of service providers to periodically charge consumers for, among other things, recurring subscription payments may materially adversely affect our business, financial condition and results of operations. We are subject to legislation and regulation regarding the foregoing, such as California's Automatic Renewal Law, and further legislation and regulation, or changes to existing legislation or regulation governing subscription payments and the automatic renewal of subscriptions, are being considered in many states in the US. While we monitor and attempt to comply with these legal developments, we have been in the past, and may be in the future, subject to claims under such legislation or regulation. Our success depends, in part, on the integrity of our ~~IT information technology systems~~ **Systems** and infrastructures and on our ability to enhance, expand and adapt these systems and infrastructures in a timely and cost-effective manner. In order for us to succeed, our ~~IT information technology systems~~ **Systems** and ~~infrastructures~~ **infrastructure** must perform well on a consistent basis. Our products and systems rely on software and hardware that are highly technical and complex, and depend on the ability of such software and hardware to store, retrieve, process and manage immense amounts of data. We have in the past experienced, and we may from time to time in the future experience, system interruptions that make some or all of our ~~IT systems~~ **Systems** or data **(including Confidential Information)** temporarily unavailable and prevent our products from functioning properly for our users; any such interruption could arise for any number of reasons, including software bugs and human errors. Further, our ~~IT systems~~ **Systems** and ~~infrastructures~~ **infrastructure** are vulnerable to damage from fire, power loss, hardware and operating software errors, cyber-attacks, technical limitations, telecommunications failures, acts of God and similar events. Not all of our ~~IT systems~~ **Systems** and ~~infrastructures~~ **infrastructure**, including the backup systems we have for certain aspects of our operations, are fully redundant. Our plans and system backups, including our formal disaster recovery plan, do not account for all possible eventualities and our property and business interruption insurance coverage may not be adequate to compensate us fully for any losses that we may suffer. Any interruptions or outages, regardless of the cause, could negatively impact our users' experiences with our products, tarnish our brands' reputations and decrease demand for our products, any or all of which could materially adversely affect our business, financial condition and results of operations. Moreover, even if detected, the resolution of such interruptions may take a long time, during which customers may not be able to access, or may have limited access to, the service. See " — Security breaches of our ~~IT networks, systems~~ **Systems** or applications, improper ~~or~~ unauthorized access to or disclosure of our **Confidential Information** ~~proprietary data or user-related data, including personal data~~, other hacking and social engineering or phishing attacks on our ~~IT systems~~ **Systems** or service, or other cyber incidents could disrupt our services or compromise ~~sensitive~~ **Confidential Information** related to our business ~~and / or personal data processed by us or on our behalf~~ and expose us to liability, which could harm our reputation and materially adversely affect our business." We also continually work to expand and enhance the efficiency and scalability of our technology and network systems to improve the experience of our users, accommodate substantial increases in the volume of traffic to our various products, ensure acceptable load times for our products and keep up with changes in technology and user preferences. Any failure to do so in a timely and cost-effective manner could materially adversely affect our users' experience with our various products and thereby negatively impact the demand for our products, and could increase our costs, either of which could materially adversely affect our business, financial condition and results of operations. We may experience operational and financial risks in connection with acquisitions. We ~~have in the past and~~ **may in the future** seek potential acquisition candidates to add complementary companies, products or technologies. For example, in October 2022, we completed the acquisition for the assets of Gunner Made LLC ("Gunner"), a wholly owned entity of PNG Holdings LLC, a design and animation **studio based in Detroit, Michigan, and in July 2024, we completed the acquisition of Hobbes, an animation and motion design** studio based in Detroit, Michigan. The identification of suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete identified acquisitions. We may experience operational and financial risks in connection with historical and future acquisitions if we are unable to: • properly value prospective acquisitions, especially those with limited operating histories; • accurately review acquisition candidates' business practices against applicable laws and regulations and, where applicable, implement proper remediation controls, procedures, and policies; • successfully integrate the operations, as well as the accounting, financial controls, management information, technology, human resources and other administrative systems, of acquired businesses with our existing operations and systems; • overcome cultural challenges associated with integrating employees from the acquired company into our organization; • successfully identify and realize potential synergies among acquired and existing businesses; • fully identify potential risks and liabilities associated with acquired businesses, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities, litigation or other claims in connection with the acquired company, including claims from terminated employees, former stockholders or other third parties, and other known and unknown liabilities; • retain or hire senior management and other key personnel at acquired businesses; and • successfully manage acquisition-related strain on our management, operations and financial resources and those of the various brands in our portfolio. Furthermore, we may not be successful in addressing other challenges encountered in connection with our acquisitions. The anticipated benefits of one or more of our acquisitions may not be realized or the value of goodwill and other intangible assets acquired could be impacted by one or more continuing unfavorable events or trends, which could result in significant impairment charges. The occurrence of any of these events could have a material adverse effect on our business, financial condition and results of operations. Additionally, the integration of acquisitions requires significant time and resources, and we may not manage these processes successfully. Our ability to successfully integrate complex acquisitions is unproven, particularly with respect to companies that have significant operations or that develop products with which we do not have prior experience. We may make substantial investments of resources to support our acquisitions, which ~~would~~ **may** result in significant ongoing operating expenses and ~~may~~ divert resources and management attention from other areas of our business. ~~We cannot assure you that these investments will be successful.~~ If we fail to successfully integrate the companies we acquire, we may not realize the benefits expected from the transactions and our business may be harmed. Foreign currency exchange rate

fluctuations could adversely affect our results of operations. Our reporting currency and our functional currency is the U. S. dollar, our operating expenses are denominated in the currencies of the countries in which our operations are located, which are primarily in the U. S., China and Germany. Our consolidated results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. In addition, certain of our payment providers translate our payments from local currency into USD at time of settlement, which means that during periods of a strengthening U. S. dollar, our international receipts could be reduced. In addition, as foreign currency exchange rates fluctuate, the translation of our international receipts into U. S. dollars affects the period-over-period comparability of our operating results and can result in foreign currency exchange gains and losses. We have not entered into any hedging arrangements with respect to foreign currency risk or other derivative financial instruments, although we may choose to do so in the future. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates and may introduce additional risks if we are unable to structure effective hedges with such instruments. Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all. Our market opportunity estimates and expectations about market growth that we use to manage our business and allocate resources are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. Even if the markets in which we compete meet the size estimates and growth expectations, our business could fail to grow for a variety of reasons, which could adversely affect our results of operations. We are subject to risks associated with the physical impacts of climate change. There are inherent climate-related risks wherever business is conducted. We and our third-party vendors have operations located in areas that have experienced, and are projected to continue to experience, various natural disasters and meteorological phenomena (such as droughts, hurricanes, heatwaves, wildfires, storms, and flooding, among others) or other catastrophic events that may disrupt our operations or those of third parties upon whom we rely, require us to incur additional operating or capital expenditures, or otherwise adversely impact our business, financial condition, or results of operations. Climate change may increase the frequency and / or intensity of such events or contribute to various chronic changes in the physical environment, such as sea-level rise or changes in ambient temperature or precipitation patterns, any of which may also adversely impact our or our third-parties' operations.

Risks Related to Legal and Regulatory Compliance Our business is subject to complex and evolving U. S. and international laws and regulations. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business. We are subject to a variety of laws and regulations in the U. S. and abroad that involve matters that are important to or may otherwise impact our business, including, among others, broadband internet access, online commerce, advertising, user privacy, data protection, intermediary liability, protection of minors, consumer protection, accessibility, immigration and university admissions, taxation and securities law compliance. The introduction of new products, expansion of our activities in certain jurisdictions, or other actions that we may take may subject us to additional laws, regulations or other government scrutiny. In addition, foreign laws and regulations can impose different obligations or be more restrictive than those in the U. S. These U. S. federal, state, and municipal and foreign laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. In addition, the introduction of new brands and products, or changes to our existing brand and products, may result in new or enhanced governmental or regulatory scrutiny. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the new and rapidly-evolving industry in which we operate, and may be interpreted and applied inconsistently from state to state and country to country and inconsistently with our current policies and practices. These laws and regulations, **including executive branch actions, such as executive orders,** as well as any associated inquiries or investigations or any other government actions, may be costly to comply with and may delay or impede the development of new products, require that we change or cease certain business practices, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines, demands or orders that require us to modify or cease existing business practices. For example, a variety of laws and regulations govern the ability of users to cancel subscriptions and auto-payment renewals. We have in the past and may in the future be subject to claims under such laws and regulations that could materially adversely affect our business. The promulgation of new laws or regulations, or the new interpretation of existing laws and regulations, in each case, that restrict or otherwise unfavorably impact our business, or our ability to provide or the manner in which we provide our services, could require us to change certain aspects of our business and operations to ensure compliance, which could decrease demand for services, reduce revenues, increase costs and subject us to additional liabilities. The adoption of any laws or regulations that adversely affect the popularity or growth in use of the internet or our services, including laws or regulations that undermine open and neutrally administered internet access, could decrease user demand for our service offerings and increase our cost of doing business, any of which could have a material adverse effect on our business, financial condition and results of operations. Our failure to comply with U. S. and foreign export controls, sanctions and other trade laws and regulations could have a material adverse effect on our business. We are subject to rules and regulations of the U. S. and other relevant authorities relating to export controls and economic and trade sanctions, including sanctions administered by the Office of Foreign Assets Control ("OFAC ") within the U. S. Department of the Treasury, as well as the Export Administration Regulations (i. e. export controls) administered by the Department of Commerce. These laws and regulations limit our ability to market, sell, distribute or otherwise transfer our products, software, or technology to, or otherwise transact or deal with, certain countries, territories, governments, and persons, absent U. S. government permissions or exemptions. Further, we have historically provided services to users in countries that are the target of U. S. sanctions, such as Syria. We believe our provision of such services is in compliance with applicable law, and have implemented various control mechanisms to maintain such compliance. We have also secured a license from OFAC to provide certain of our

services to end- users in Syria, which we OFAC has renewed , but in 2022 for an additional two years. There there is no assurance that OFAC will agree to further extend or renew our license. Our efforts to comply with these rules and regulations may not be successful, and a determination that we have failed to comply, whether knowingly or inadvertently, may result in substantial penalties, including fines, enforcement actions, civil and / or criminal sanctions, the disgorgement of profits, and may materially adversely affect our business, financial condition and results of operations. Our success depends, in part, on our ability to access, protect, collect, and use , and otherwise process personal Personal data Data , and our failure our- or perceived failure to comply with the varying and rapidly- evolving regulatory framework on privacy and data protection across jurisdictions could result in claims or other forms of liability, increased cost of operations, reputational harm, or declines in user growth or engagement, or otherwise have a material adverse effect on our business. Increased regulation of data utilization practices In connection with running our business, we receive, store, use and otherwise process information that relates to individuals and / or constitutes “ personal data , ” “ personal information, ” “ personally identifiable information, ” or similar terms under applicable data privacy laws (collectively, “ Personal Data ”), including from and about actual and prospective users, as well as our employees and business contacts. We also depend on a number of third party vendors in relation to the operation of our business, a number of which process Personal Data on our behalf. We and our vendors are subject to a variety of federal, state and foreign data privacy laws, rules, regulations, industry standards and other requirements, including those that apply generally to the handling of Personal Data, and those that are specific to certain industries, sectors, contexts, or locations. The increased regulation of Personal Data processing, including self- regulatory frameworks, new laws, rules, and regulations ; or findings or guidance under existing laws that limit or otherwise regulate our ability to collect, disclose, process, transfer, retain and use information and other data, including personal data , could have a material adverse effect on our business, financial condition and results of operations. In addition, if we were to disclose personal data about our users in a manner that was objectionable to them, our business reputation could be materially adversely affected, and we could face potential legal claims that could impact our operating results. Internationally, we may become subject to additional and / or more stringent legal obligations (as compared to our U. S. obligations) concerning our treatment of customer and other personal information, such as laws regarding data localization and / or restrictions on data export. For example, the GDPR and U. K. GDPR regulate cross- border transfers of personal data out of the EEA and the U. K. We expect the existing legal complexity and uncertainty regarding international the regulation of personal Personal data Data transfers to continue . In the event that any regulator or court of law orders the suspension of personal data transfers to or from a particular jurisdiction this could give rise to operational interruption in the performance of services for customers, greater costs to implement alternative data transfer mechanisms that are still permitted, regulatory liabilities or reputational harm. Failure to comply with evolving privacy laws could subject us to liability and expose us to fines, penalties and compliance orders, and to the extent that we need to alter our business model or practices to adapt to these obligations, we could incur additional expenses, which may in turn materially adversely affect our business, financial condition, and results of operations. There are numerous laws in the countries in which we operate regarding privacy and the storage, sharing, use, transfer, disclosure, protection and other processing of personal Personal data Data , the scope of which are constantly changing, and in some cases, inconsistent and conflicting and subject to differing interpretations, as new laws of this nature are proposed and adopted and we currently, and from time to time, may not be in technical compliance with all such laws. Such laws also are becoming increasingly rigorous and could be interpreted and applied in ways that may have a material adverse effect on our business, financial condition, results of operations and prospects. Therefore, enforcement practices are likely to remain uncertain for the foreseeable future. In recent years, there has been an increase in attention to and regulations of data protection and data privacy across the globe, including in the U. S., the EEA and the U. K. We are subject to various data protection laws, including, among others: the GDPR in the EEA; the U. K. data protection regime consisting primarily of (i) the U. K. General Data Protection Regulation and (ii) the U. K. Data Protection Act 2018 (collectively (i) and (ii), the “ UK GDPR ”); the PIPL in China; the California Consumer Privacy Act, as amended by the California Privacy Rights Act (together, the “ CPRA ”) and the Virginia Consumer Data Protection Act (“ VCDPA ” in the U. S., and the Brazilian General Data Protection Law, which imposes requirements similar to the GDPR on products and services offered to users in Brazil. We may be subject to additional privacy regulations in the future. Other comprehensive data privacy or data protection laws or regulations have been passed or are under consideration in other U. S. states (including Colorado, Connecticut, Delaware, Utah, Indiana, Iowa, Montana, Oregon, Tennessee, and Texas) and other jurisdictions, including China, India and Japan. Laws such as these impose increasingly complex set of compliance obligations on us, as well as on many of our service providers. These laws impose restrictions on our ability to gather personal Personal data Data , provide individuals with the ability to opt out of personal Personal data Data collection and control how their personal Personal data Data is processed, impose obligations on our ability to share personal Personal data Data with others, limit the geographic locations in which we can store personal Personal data Data , and potentially subject us to fines, lawsuits, and regulatory scrutiny. For example, the GDPR and the U. K. GDPR impose strict data protection compliance requirements including: providing detailed disclosures about how personal data is collected and processed (in a concise, intelligible and easily- accessible form); demonstrating that an appropriate legal basis is in place or otherwise exists to justify data processing activities; complying with rights for data subjects in regard to their personal data (including the right to be “ forgotten ” and the right to data portability); notifying data protection regulators or supervisory authorities (and in certain cases, affected individuals) of significant data breaches; ensuring appropriate safeguards are in place where personal data is transferred out of the EEA and the U. K.; limiting retention of personal data; maintaining a record of processing activities; and complying with the principle of accountability and the obligation to demonstrate compliance through policies, procedures, training and audit. The GDPR and the U. K. GDPR create compliance obligations that are also applicable to entities established outside the EEA / U. K., which offer goods or services to individuals located in the EEA / U. K. or which observe the behavior of individuals located in the EEA / U. K. This has created a greater compliance burden for us and other companies with users or employees in the EEA

and the U. K., as the legal regimes may subject non-compliant entities to substantial monetary penalties. In particular, fines for the most serious violations under the GDPR and the U. K. GDPR may amount to the greater of € 20 million / £ 17.5 million or, in the case of an undertaking, up to 4 % of the total worldwide annual group turnover of the preceding financial year. Since we are subject to the supervision of relevant data protection authorities under both the GDPR and the U. K. GDPR, we could be fined under each of those regimes independently in respect of the same violation. In addition to potential substantial fines, non-compliance could result in regulatory investigations, reputational damage, orders to cease / change the processing of personal data, enforcement notices, and / or assessment notices (for a compulsory audit). We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs and diversion of internal resources. We rely on a mixture of mechanisms to transfer personal data from the EEA and the U. K. to the U. S. and other jurisdictions deemed non-adequate, and are evaluating what additional mechanisms may be required to establish adequate safeguards for personal data. As the regulatory guidance and enforcement landscape in relation to data transfers continue to develop, there will be uncertainty as to how we comply with EEA and U. K. privacy laws and we could suffer additional costs, complaints, and / or regulatory investigations or fines. If we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, and we may find it necessary to establish systems in the EEA and the U. K. to maintain personal data originating from the EEA and the U. K., which may involve substantial expense and distraction from other aspects of our business. Other countries have also passed or are considering passing laws requiring local data residency and / or restricting the international transfer of data, which would create similar risks for us in those countries. We are also subject to evolving privacy laws in the EEA and the U. K. on cookies, tracking technologies and e-marketing. In the EEA and the U. K., informed consent is required for the placement of non-strictly necessary cookies or similar technologies on users' devices and for direct electronic marketing. The GDPR and the U. K. GDPR also impose conditions on obtaining valid consent, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of non-strictly necessary cookie or similar technology. Regulators are increasingly focusing on compliance with such requirements in the online behavioral advertising ecosystem, and current national laws that implement the ePrivacy Directive may be replaced by an EU regulation known as the ePrivacy Regulation which would significantly increase fines for non-compliance. While the text of the ePrivacy Regulation is still under development, European court decisions and regulators' guidance are driving increased attention to cookies and tracking technologies. If regulators continue to enforce the strict approach seen in recent guidance and decisions, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, increase costs and subject us to additional liabilities. Regulation of cookies and similar technologies, and any decline of cookies or similar online tracking technologies as a means to identify and potentially target users as well as personalize the consumer experience, may lead to broader restrictions and impairments on our marketing and personalization activities and may negatively impact our efforts to understand and tailor our offerings to users. Our online advertising partners may also change their own policies in response to these legal developments; for example, Google recently enacted new Consent Management Platform requirements for advertisers in the EEA and U. K. Such policies may restrict our ability to personalize and serve advertisements. Ongoing developments in the U. K. have created additional uncertainty as the U. K. may become a "third country" for the purposes of personal data transfers from the EEA to the U. K. should the U. K. lose its current "adequacy" status as a result of future privacy law reforms. These changes may require us to find alternative solutions for the compliant transfer of personal data from the EEA into and out of the U. K., which may be costly or disruptive to our service or business.

Additionally We depend on a number of third parties in relation to the operation of our business, in a number of which process personal data on our behalf. While we take steps intended to mitigate the associated risks of using third parties, there is no assurance that U. S., numerous federal and state laws regulate these -- the measures and our own privacy and security - related safeguards will protect us from the risks associated with the third-party processing, storage and transmission of **Personal** such information. Any violation of data **Data** or security laws by our third party processors could have a material adverse effect on our business and result in the fines and penalties outlined above. The GDPR and the U. K. GDPR will continue to be interpreted by data protection regulators and courts in the EEA and the U. K. If their interpretation of the requirements under these laws is inconsistent with our business practices, this may require us to make changes to our business practices, which could be time-consuming and expensive, and could generate additional risks and liabilities. In the U. S., multiple legislative proposals concerning privacy and the protection of user information are being considered by the U. S. Congress. Various U. S. state legislatures have announced intentions to consider additional privacy legislation, and U. S. state legislatures have already passed and enacted comprehensive privacy legislation. For example, in 2020 California enacted the CCPA, which, among other obligations, requires covered companies to provide disclosures to California consumers and provide such consumers certain data protection and privacy rights, including the ability to opt-out of certain sales **disclosures** of **personal** **Personal** information **Data**. The CCPA provides for civil penalties for violations, as well as a private right of action for certain data breaches. This private right of action may increase the likelihood of, and risks associated with, data breach litigation. Other state comprehensive laws which **that are similar to the CCPA** have **been** taken effect in 2023 or will take effect during 2024 provide state residents with certain rights to access personal data that is being processed by the controller, the right to correct inaccuracies in that personal data and the right to require that their personal data be deleted by the data controller. Under such comprehensive state laws, residents typically have the right to opt-out of the sale of their personal data, as well as the right to opt-out of the processing of their personal data for targeted advertising. New legislation proposed or enacted, **or are under consideration**, in **numerous other** a number of states impose, or have the potential to impose additional obligations on companies that collect, store, use, retain, disclose, transfer and otherwise process confidential, sensitive and personal information, and will continue to shape the data privacy environment nationally. State laws are changing rapidly and there is

discussion in Congress of a new federal data protection and privacy law to which we would become subject if it is enacted. Additionally, governmental agencies like the ~~Consumer Financial Protection Bureau and the Federal Trade Commission~~ **have adopted and state attorneys general enforce a variety of data privacy issues, such as promises made in privacy policies** or ~~are considering adopting~~ **failures to appropriately protect information about individuals, as unfair or deceptive acts or practices in or affecting commerce in violation of the Federal Trade Commission Act or similar state laws and regulations concerning personal information and data security.** ~~The~~ For example, the Federal Trade Commission has increased its focus on privacy and data security practices at digital companies, as evidenced by obtaining increasing fines and prohibiting future data practices against companies found to be in violation of the Children's Online Privacy Protection Act (" COPPA "), and obtaining twenty- year consent decrees mandating enhanced and specific requirements for information security or privacy management programs. ~~While the FTC does not have legal authority to seek monetary penalties or relief in the area of data security as a general matter, a violation of a privacy or data security consent decree can subject the responding company to very high monetary penalties, as evidenced by the FTC obtaining \$ 5 billion in negotiated monetary relief against Facebook for violation of a consent decree.~~ The myriad international and U. S. privacy and data ~~breach~~ **security** laws are not consistent, and compliance ~~in the event of a widespread data breach~~ is difficult and may be costly. In addition to government regulation, privacy advocates and industry groups have and may in the future propose self- regulatory standards from time to time. These and other industry standards may legally or contractually apply to us, or we may elect to comply with such standards. We expect that there will continue to be new proposed laws and regulations concerning data privacy and security, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. Because the interpretation and application of data protection laws, regulations, standards and other obligations are still uncertain, and may be contradictory and in flux, it is possible that the scope and requirements of these laws may be interpreted and applied in a manner that is inconsistent with our practices and our efforts to comply with the evolving data protection rules may be unsuccessful. We **also** make public statements about our use and disclosure of ~~personal~~ **Personal Information Data** through our privacy policy, information provided on our website and press statements. Although we endeavor to ensure that our public statements are complete, accurate and fully implemented, we may at times fail to do so or be alleged to have failed to do so. We may be subject to potential regulatory or other legal action if such policies or statements are found to be deceptive, unfair or misrepresentative of our actual practices. In addition, from time to time, concerns may be expressed about whether our products and services compromise the privacy of our users and others. Any concerns about our data privacy and security practices (even if unfounded), or any failure, real or perceived, by us to comply with our posted privacy policies or with any legal or regulatory requirements, standards, certifications or orders or other privacy or consumer protection- related laws and regulations applicable to us, could cause our users to reduce their use of our products and services. Moreover, privacy activist groups have previously and may continue to provide resources to support individuals who wish to pursue privacy claims or put pressure on companies to change data processing practices. High- profile brands such as ours risk being targeted by such groups and there is a risk that if a user became disgruntled with our data processing practices they could leverage support from such privacy activist groups to take legal action, initiate regulatory investigation or gain publicity for their cause. There is a risk that these groups will seek to challenge our practices, particularly in relation to targeted advertising or international data transfers. Any such campaign could require significant resources to mount a response and could lead to negative publicity and potential investigation from regulators, any of which may materially adversely affect our business, financial condition, and results of operations. **We also depend on a number of third parties in relation to the operation of our business, a number of which process Personal Data on our behalf. While we take steps intended to mitigate the associated risks of using third parties, there is no assurance that these measures and our own privacy and security- related safeguards will protect us from the risks associated with the third- party processing, storage and transmission of Personal Data. Any violation of data or security laws by our third- party processors could have a material adverse effect on our business.** There is no assurance that we will not be subject to claims that we have violated applicable laws or industry standards, that we will be able to successfully defend against such claims or that we will not be subject to significant fines and penalties in the event of non- compliance. ~~Additionally, to the extent multiple state- level laws are introduced with inconsistent or conflicting standards and there is no federal law to preempt such laws, compliance with such laws could be difficult and costly to achieve and we could be subject to fines and penalties in the event of non- compliance.~~ Furthermore, enforcement actions and investigations by regulatory authorities related to data security incidents and privacy violations continue to increase. We have in the past received, and may continue to receive inquiries from regulators regarding our data privacy practices. Any failure or perceived failure by us (or the third parties with whom we have contracted to process such information) to comply with applicable data, privacy and security laws, policies or related contractual obligations, or any compromise of security that results in unauthorized access, use or transmission of, ~~personal~~ **Personal Data user information**, could result in a variety of claims against us, including governmental enforcement actions and investigations, class action privacy litigation in certain jurisdictions and proceedings by data protection authorities. We could further be subject to significant fines, other litigation, claims of breach of contract and indemnity by third parties, and adverse publicity. When such events occur, our reputation may be harmed, we may lose current and potential users and the competitive positions of our various brands might be diminished, any or all of which could materially adversely affect our business, financial condition, results of operations and prospects. In addition, if our practices are not consistent or viewed as not consistent with legal and regulatory requirements, including changes in laws, regulations and standards or new interpretations or applications of existing laws, regulations and standards, we may become subject to audits, inquiries, whistleblower complaints, adverse media coverage, investigations, loss of export privileges or severe criminal or civil sanctions, all of which may have a material adverse effect on our business, financial condition, results of operations and prospects. In some locations we are subject to privacy regulations that may be seen as excessive, invasive or harmful, such as those that require organizations to provide access to ~~personal~~ **Personal Information Data** or confidential data to governmental bodies. We risk reputational damage if we

are deemed to be negatively impacting the privacy of our users through our attempts to comply with such regulations. Should we actively choose to not comply with regulations we deem harmful to our users we risk damages from non-compliance as described previously. Online applications are subject to various laws and regulations relating to children's privacy and protection, which if violated, could subject us to litigation and regulatory actions. A variety of laws and regulations have been adopted in recent years aimed at protecting children using the internet such as the COPPA, **U. S. state laws such as the Texas Securing Children Online Through Parental Empowerment ("SCOPE") Act**, Article 8 of the GDPR and the U. K. GDPR, and the U. K.'s Age Appropriate Design Code (also referred to as the Children's Code) and China's Regulations on the Protection of Minors on the Internet, which took effect on January 1, 2024. As some of these laws and regulations apply to us or our applications, we implement certain precautions designed to ensure our compliance with such laws and regulations. Despite our efforts, no assurances can be given that such measures will be sufficient. **Failure to completely comply avoid allegations (whether founded or not) or decisions that we have, or are, not in compliance with such COPPA or another relevant law, laws or regulation, any of which could expose us to significant liability, penalties, reputational harm and loss of revenue, or force us to change the way in which we process data,** among other things. **Any of the foregoing could materially adversely impact our business, results of operations, or financial condition**. We also expect further jurisdictions to adopt these types of laws and regulations, which would further increase these risks, and may require us to spend additional resources in order to comply. Additionally, new regulations are being considered in various jurisdictions to require the monitoring of user content or the verification of users' identities and age. For example, on December 20, 2023, the U. S. FTC proposed a new rule under COPPA that in its words "would require targeted advertising to be off by default, limit push notifications, restrict surveillance in schools, and strengthen data security." Such new regulations, or changes to existing regulations, could increase the complexity of our compliance obligations and the cost of our operations. Our **development, implementation and use of AI and machine learning technologies, including third-party technologies,** may not be successful, which may impair our ability to compete effectively, result in reputational harm and have an adverse effect on our business. We use machine learning and AI technologies throughout the business, including technologies that we have developed internally and via integrations with a third party's AI technologies. For example, we use AI and machine learning technologies to help us produce content for both the learning application and the Duolingo English Test. Furthermore, in the **first-third quarter of 2023-2024 we began to offer in certain markets a announced an AI- powered product enhancement, Video Call, within our higher-highest subscription tier that allows uses users AI to enable two- to new features—practice conversation skills through video calls with one that provides more detailed explanations of our characters, correct and incorrect answers and one that allows a user to role- play by text certain scenarios to practice their language skills.** As with many technological innovations, there are significant risks and challenges involved in maintaining and deploying these technologies and there can be no assurance that the usage of such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability. In particular, if these AI or machine learning models are (i) incorrectly designed or implemented; (ii) trained **or reliant** on incomplete, inadequate, inaccurate, biased or otherwise poor quality data or on data to which we do not have sufficient rights; and / or (iii) are adversely impacted by unforeseen defects, technical challenges, cyber security threats or material performance issues, the performance of our products, services, and business, as well as our reputation could suffer or we could incur liability through the violation of laws or contracts to which we are a party or civil claims. We are working to incorporate generative AI (i. e., AI that can produce and output new content, software code, data and information **based on inferences from the data it receives**) features into our solutions, such as Duolingo Max which is powered by OpenAI's GPT-4 AI model. Generative AI technologies can **create be subject to accuracy issues in the output, introduce unintended biases, be trained on content in a manner that infringes on third party intellectual property rights infringing content, generate output that infringes on intellectual property rights, disclose sensitive information in a manner that is not intended, and otherwise lead to discriminatory outcomes.** There is a risk that generative AI technologies could produce inaccurate or misleading content or other discriminatory or unexpected results or behaviors, such as hallucinatory behavior that can generate irrelevant, nonsensical, or factually incorrect results **but in a manner that appears accurate**, all of which could harm our reputation, business, or customer relationships. While we take measures **designated-- designed** to ensure the accuracy of such AI generated content **is accurate**, those measures may not always be successful, and in some cases, we may need to rely on end users **or other third parties** to report such inaccuracies. The law is also uncertain across jurisdictions regarding the copyright ownership of **content output** that is produced in whole or in part by generative AI tools, **and the level of human authorship that is needed to ensure such output is copyrightable. The United States Copyright Office has previously denied copyright protection for content generated by AI Technologies, and the United States Patent and Trademark Office has similarly stated that an AI tool cannot be an "inventor" of a patent, rendering it impossible to obtain patent protection for inventions created solely by AI Technologies. The Supreme Court of the United Kingdom has reached a similar conclusion, stating that AI systems cannot be named as an "inventor" for UK patent law purposes. Further, if we are deemed to not have sufficient rights to the data we use to train our AI technologies, we may be subject to litigation by the owners of the content or other materials that comprise such data, similar to the litigation that is currently pending in various U. S. courts against other developers of generative AI technologies, and in which the outcome of such litigation is uncertain.** Further, our ability to continue to develop, maintain or use such technologies may be dependent on access to specific third-party software and infrastructure, such as processing infrastructure for the training of our own machine-learning models or the use of third-party AI models. We cannot control the availability or pricing of such third-party software and infrastructure, especially in a highly competitive environment, **and we may be unable to negotiate favorable economic terms with the applicable providers.** Our products and services may not compete effectively with alternative products and services if we are not able to source and integrate the latest AI and machine learning technologies into our products and services. **Moreover, if any such third-party AI and machine learning technologies become incompatible with our solutions or**

unavailable for use, or if the providers of such models unfavorably change the terms on which their AI and machine learning technologies are offered or terminate their relationship with us, our solutions may become less appealing to our customers and our business will be harmed. In addition, market acceptance and consumer perceptions of AI and machine learning technologies is uncertain, and negative trends in acceptance or perception of such technologies may subject us to brand or reputational harm. Regulatory and legislative developments on the use of AI and machine learning could adversely affect our use of such technologies in our products and services as well as our operating results. As the regulatory framework for machine learning technology and AI evolves, our business, financial condition, and results of operations may be adversely affected. We

The regulatory framework for machine learning, AI and automated decision making technologies is rapidly evolving, and we may not always be able to anticipate how to respond to these such rapidly evolving AI- specific laws or regulations. New laws regulating AI have been enacted in several jurisdictions in the past 12 months, such as the U. S. and, China and are expected to enter into force in the EY in the first half of 2024 (as described below), and in Europe. It is possible that new laws and regulations will be adopted in other jurisdictions, for example, the UK government announced on July 17, 2024 that it would introduce legislation to regulate AI or that existing laws may be amended as jurisdictions adopt different frameworks for regulation of AI technologies. In the U. S., there October 30 has been uncertainty regarding the applicable regulations that will apply to the development and use of AI technologies. For instance, in January 2025 the Trump administration has rescinded an executive order relating to the development of AI technologies that was previously implemented by the Biden administration in 2023. The Trump administration then issued a new Executive Order order that on Safe, among Secure, and Trustworthy Artificial Intelligence (the other things, requires certain agencies to develop and submit to the president action plans to “ Order sustain and enhance America’s global AI dominance, ”) has established certain and to specifically review and, if possible, rescind rulemaking taken pursuant to the rescinded Biden executive order. Thus, the Trump administration may continue to rescind other existing federal orders and / or administrative policies relating to AI technologies, or may implement new standards executive orders and / for or the other rule making relating to training, testing and cybersecurity of sophisticated AI technologies in models, and the Order has also instructed other-- the future. Any such changes at the federal agencies level could require us to promulgate additional regulations within certain timeframes from the date of the Order expend significant resources to modify our products, services, or operations to ensure compliance or remain compliant and competitive. Federal U. S. legislation related to AI legislation technologies has also been introduced in at the U. S. federal level and has been Senate- enacted at the state level. For example, California enacted seventeen new laws in 2024 that regulate use of AI technologies and provide consumers with additional protections around companies’ use of AI technologies, such as requiring companies to disclose certain uses of generative AI. Other states have also passed AI- focused legislation, such as Colorado’s Artificial Intelligence Act, which will require developers and deployers of “ high- risk ” AI systems to implement certain safeguards against algorithmic discrimination, and Utah’s Artificial Intelligence Policy Act, which establishes disclosure requirements and accountability measures for the use of generative AI in certain consumer interactions. Such additional regulations, and the manner in which such new laws are interpreted, may impact our ability to develop, use, procure and commercialize AI and machine learning technologies in the future. Additionally, it is possible that existing laws and regulations may be interpreted in ways that would affect the operation of our learning platforms, online testing business and data analytics and the way in which we use AI and machine learning technologies. Further, the cost to comply with such laws or regulations could be significant and would increase our operating expenses, which could adversely affect our business, financial condition and results of operations. For example, in Europe, on December 8, 2023, the European Union legislators reached a political agreement on the EU Artificial Intelligence Act (“ EU AI Act ”), which establishes a risk- based governance framework for AI in the EU market, . The EU AI Act is expected to enter- entered into force in- on August 2, 2024, and the majority of the substantive requirements will apply two years later. This framework will categorize- categorizes AI applications into risk categories such as “ unacceptable ”, “ high ”, “ limited ”, and “ minimal ”. Some of our current or future AI applications may fall within the “ high ” or “ limited ” risk categories. AI applications in the “ high ” risk category are expected to become subject to new ex ante conformity assessments and a range of new requirements, particularly on risk management, testing, technical documentation and robustness, data training and data governance and log recording, transparency, human oversight, and cybersecurity, while AI applications in the “ limited ” risk category are expected to become subject to new transparency obligations. The EU AI Act also includes specific requirements for general purpose AI and foundational models, such as transparency, training data obligations, and labeling for generative AI systems. Fines for breach- breaches of the EU AI Act extend up to 7 % of worldwide annual turnover. In 2023, China implemented a number of regulations to govern AI, algorithmic recommendation and deep synthesis technologies, namely the Provisional Provisions on Management of Generative Artificial Intelligence Services, Administrative Provisions on Algorithm Recommendation for Internet Information Services and Provisions on Management of Deep Synthesis in Internet Information Service, respectively. Such regulations impose strict obligations on service providers, among other entities, with respect to their provision and use of AI, algorithmic recommendation and deep synthesis technologies. The EU AI Act , once fully enacted, and the regulatory framework in China are expected to have a material impact on the way AI is regulated in the EU and in China, and together with developing guidance and / or decisions in this area, may affect our use of AI and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims or fines against us, and could adversely affect our business, financial condition and operations. We are subject to litigation and adverse outcomes in such litigation could have a material adverse effect on our business, financial condition and results of operations. We are, and from time to time may become, subject to litigation and various legal proceedings, including litigation and proceedings related to intellectual property matters, privacy and consumer protection laws, as well as stockholder derivative suits, class action lawsuits, actions from former employees and other matters, that involve claims for substantial

amounts of money or for other relief or that might necessitate changes to our business or operations. The defense of these actions could be time consuming and expensive and could distract our personnel from their normal responsibilities. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we may establish reserves or disclose the relevant litigation claims or legal proceedings, as and when required or appropriate. These assessments and estimates are based on information available to management at the time of such assessment or estimation and involve a significant amount of judgment. As a result, actual outcomes or losses could differ materially from those envisioned by our current assessments and estimates. Our failure to successfully defend or settle any of these litigations or legal proceedings could result in liability that, to the extent not covered by our insurance, could have a material adverse effect on our business, financial condition and results of operations. See Part I, Item 3. Legal Proceedings. We are subject to taxation related risks in multiple jurisdictions. We are a **US-U.S.**- based multinational company subject to tax in multiple U. S. and foreign tax jurisdictions. Significant judgment is required in determining our global provision for income taxes, deferred tax assets or liabilities and in evaluating our tax positions on a worldwide basis. While we believe our tax positions are consistent with the tax laws in the jurisdictions in which we conduct our business, it is possible that these positions may be challenged by jurisdictional tax authorities, which may have a significant impact on our global provision for income taxes. Tax laws are being re- examined and evaluated globally. New laws and interpretations of the law are taken into account for financial statement purposes in the quarter or year that they become applicable. **See “ — Changes to tax laws could impact our financial results and operations. ”** Tax authorities are increasingly scrutinizing the tax positions of companies. **These** Many countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development and the European Commission, are actively considering and enacting changes to existing tax laws that, if enacted or when in effect, could increase our tax obligations in countries where we do business. These proposals and **scrutiny** new laws include changes to the existing..... of these taxes across tax jurisdictions) could have a materially adverse impact on our business, results of operations and cash flows - Moreover, if the U. S. or other foreign tax authorities change applicable tax laws, our overall taxes could increase, and our business, financial condition or results of operations may be adversely impacted. Risks Related to Our Intellectual Property From time to time, we may be party to intellectual property- related litigation and proceedings that are expensive and time consuming to defend, and, if resolved adversely, could materially adversely impact our business, financial condition and results of operations. Our commercial success depends in part on avoiding infringement, misappropriation or other violations of the intellectual property rights of third parties. However, we may become party to disputes from time to time over rights and obligations concerning intellectual property held by third parties, and we may not prevail in these disputes. Companies in the internet, technology and social media industries are subject to frequent litigation based on allegations of infringement, misappropriation or other violations of intellectual property rights. Furthermore, various “ non- practicing entities ” that own patents and other intellectual property rights often attempt to assert claims in order to extract value from technology companies and, given that these patent holding companies or other adverse intellectual property rights holders typically have no relevant product revenue, our own issued or pending patents and other intellectual property rights may provide little or no deterrence to these rights holders in bringing intellectual property rights claims against us. From time to time we **have received and may continue to** receive claims from third parties which allege that we have infringed upon their intellectual property rights. Further, from time to time we may introduce new products, product features and services, including in areas where we currently do not have an offering, which could increase our exposure to patent and other intellectual property claims from competitors, non- practicing entities, and other rights holders. For example, we may license and use musical content in our newly launched music courses, marketing activities, and elsewhere, and may receive intellectual property claims relating to our use of this musical content. In addition, some of our agreements with third- party partners require us to indemnify them for certain intellectual property claims against them, which could require us to incur considerable costs in defending such claims, and may require us to pay significant damages in the event of an adverse ruling. Such third- party partners may also discontinue their relationships with us as a result of injunctions or otherwise, which could result in loss of revenue and adversely impact our business operations. Although we try to ensure that our employees and consultants do not use the proprietary information or know- how of others in their work for us, we may be subject to claims that we or our employees or consultants have inadvertently or otherwise used or disclosed intellectual property, including trade secrets, software code or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims and if we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Further, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own. Additionally, any such assignment of intellectual property rights may not be self- executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. As we face increasing competition and develop new products, we expect the number of patent and other intellectual property claims against us may grow. There may be intellectual property or other rights held by others, including issued or pending patents, that cover significant aspects of our products and services, and we cannot be sure that we are not infringing or violating, and have not infringed or violated, any third- party intellectual property rights or that we will not be held to have done so or be accused of doing so in the future. Any claim or litigation alleging that we have infringed or otherwise violated intellectual property or other rights of third parties, with or without merit, and whether or not settled out of court or determined in our favor, could be time- consuming and costly to address and resolve, and could divert the time and attention of our management and technical personnel. The outcome of any litigation is inherently uncertain, and there can be no assurances that favorable final outcomes will be obtained in all cases. In addition, third

parties may seek, and we may become subject to, preliminary or provisional rulings in the course of any such litigation, including potential preliminary injunctions requiring us to cease some or all of our operations. We may decide to settle such lawsuits and disputes on terms that are unfavorable to us. Similarly, if any litigation to which we are a party is resolved adversely, we may be subject to an unfavorable judgment that may not be reversed upon appeal, including being subject to a permanent injunction and being required to pay substantial monetary damages, including treble damages, punitive damages, and attorneys' fees, if we are found to have willfully infringed a party's intellectual property rights. The terms of such a settlement or judgment may require us to cease some or all of our operations, pay substantial amounts to the other party, or admit liability. Moreover, as part of any settlement or other compromise to avoid complex, protracted litigation, we may agree not to pursue future claims against a third party, including for claims related to alleged infringement of our intellectual property rights. Part of any settlement or other compromise with another party may resolve a potentially costly dispute but may also have future repercussions on our ability to defend and protect our intellectual property rights, which in turn could adversely affect our business, financial conditions, and results of operations and prospects. In addition, we may have to seek a license to continue practices found to be in violation of a third-party's rights. If we are required, or choose to enter into royalty or licensing arrangements, such arrangements may not be available on reasonable terms, or at all, and may significantly increase our operating costs and expenses. Such arrangements may also only be available on a non-exclusive basis such that third parties, including our competitors, could have access to the same licensed **technology-intellectual property** to compete with us. As a result, we may also be required to develop or procure alternative non-infringing **technology-intellectual property**, which could require significant effort, time and expense or discontinue use of the **technology-intellectual property**. There also can be no assurance that we would be able to develop or license suitable alternative technology to permit us to continue offering the affected products or services as currently offered. If we cannot develop or license alternative technology for any allegedly infringing aspect of our business, we **would-may** be forced to limit our products **and**, services **or practices** and may be unable to compete effectively. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Any of the foregoing, and any unfavorable resolution of such disputes and litigation, would materially and adversely impact our business, financial condition, results of operations and prospects. We may fail to adequately obtain, protect and maintain our intellectual property rights or prevent third parties from making unauthorized use of such rights. Our intellectual property is a material asset of our business and our success depends in part on our ability to protect our proprietary information and techniques and multiple forms of intellectual property. For example, we rely heavily upon our trademarks, designs, copyrights, related domain names, social media handles and logos to market our brands and to build and maintain brand loyalty and recognition. We also rely upon proprietary technologies and trade secrets, as well as a combination of laws, and contractual restrictions, including confidentiality agreements with employees, customers, suppliers, affiliates and others, to establish, protect and enforce our various intellectual property rights. We have generally registered and continue to apply to register and renew, or secure by contract where appropriate, trademarks, service marks and copyrights as they are developed and used, and reserve, register and renew domain names and social media handles as we deem appropriate. If our trademarks and trade names are not adequately protected, then we may not be able to build and maintain name recognition in our markets of interest and our business may be adversely affected. Effective trademark protection may not be available or may not be sought in every country in which our products are made available, in every class of goods and services in which we operate, and contractual disputes may affect the use of marks governed by private contract. Our registered or unregistered trademarks, tradenames or other intellectual property rights may be challenged, infringed, circumvented or declared limited, invalid or unenforceable or determined to be infringing on other marks. Further, at times, competitors may adopt trade names or trademarks similar or identical to ours, thereby impeding our ability to build or extend brand identity and possibly leading to market confusion. Similarly, not every variation of a domain name or social media handle may be available or be registered by us, even if available. The occurrence of any of these events could result in the erosion of our brands and limit our ability to market our brands using our various domain names and social media handles, as well as impede our ability to effectively compete against competitors with similar technologies or products, any of which could materially adversely affect our business, financial condition and results of operations. We are also party to certain agreements that may limit our trademark rights in certain jurisdictions; while we believe these agreements are unlikely to have a significant impact on our business as currently conducted, our ability to use our existing trademarks in new business lines in the future may be limited. We also rely on seeking patent protection for key technologies or approaches we develop that enable us to deliver or enhance the products and services we offer. We seek patent protection for these types of innovations primarily in order to best protect our ability to utilize the innovations either by ourselves or as part of a joint development project. We cannot guarantee that our efforts to obtain and maintain intellectual property rights are adequate, that we have secured, or will be able to secure, appropriate permissions or protections for all of the intellectual property rights we use or rely on. Furthermore, even if we are able to obtain intellectual property rights, any challenge to our intellectual property rights could result in them being narrowed in scope or declared invalid or unenforceable. In addition, other parties may independently develop technologies that are substantially similar or superior to ours and we may not be able to stop such parties from using such independently developed technologies to compete effectively with us. We also rely upon unpatented proprietary information and other trade secrets to protect intellectual property that may not be registrable, or that we believe is best protected by means that do not require public disclosure. While it is our policy to enter into confidentiality agreements with employees and third parties to protect our proprietary expertise and other trade secrets, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information or trade secrets and, even if entered into, these agreements may otherwise fail to effectively prevent disclosure of proprietary information, may be limited as to their term, or may not provide an adequate remedy in the event of unauthorized disclosure or use of proprietary information. Monitoring unauthorized uses and disclosures is difficult, and we do

not know whether the steps we have taken to protect our proprietary technologies will be effective. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time-consuming, and the outcome is unpredictable. Further, some courts inside and outside the U. S. may be less willing or unwilling to protect trade secrets. In addition, trade secrets may be independently developed by others in a manner that could prevent legal recourse by us. If any of our confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any such information was independently developed by a competitor, our competitive position would be materially adversely harmed. Our intellectual property rights and the enforcement or defense of such rights may be affected by developments or uncertainty in laws and regulations relating to intellectual property rights. For example, a number of aspects of intellectual property protection in the field of AI are currently evolving, and there is uncertainty and ongoing litigation in different jurisdictions as to the degree and extent of protection warranted for AI systems and relevant system input and outputs. If we fail to obtain protection for the intellectual property rights concerning our AI technologies or the output of such technologies, or later have our intellectual property rights invalidated or otherwise diminished, our competitors may be able to take advantage of our research and development efforts to develop competing products, which could adversely affect our business, reputation and financial condition. Moreover, many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, may not favor the enforcement of trademarks, copyrights, trade secrets and other intellectual property protection, which could make it difficult for us to stop the infringement, misappropriation or other violation of our intellectual property or the marketing of competing products in violation of our intellectual property rights generally. We also may be forced to bring claims against third parties to determine the ownership of what we regard as our intellectual property or to enforce our intellectual property rights against infringement, counterfeiting, misappropriation or other violations by third parties. However, the measures we take to protect our intellectual property from unauthorized use by others may not be effective and there can be no assurance that our intellectual property rights will be sufficient to protect against others offering products or services that are substantially similar or superior to ours or that compete with our business. We may not prevail in intellectual property-related proceedings that we initiate against third parties. Further, in such proceedings or in proceedings before patent, trademark and copyright agencies, our asserted intellectual property could be found to be invalid, unenforceable or limited in scope, in which case we could lose valuable intellectual property rights. In addition, even if we are successful in enforcing our intellectual property against third parties, the damages or other remedies awarded, if any, may not be commercially meaningful. Regardless of whether any such proceedings are resolved in our favor, such proceedings could cause us to incur significant expenses and could distract our personnel from their normal responsibilities. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Despite the measures we take to protect our intellectual property rights, our intellectual property rights may still not be adequate and protected in a meaningful manner, challenges to contractual rights could arise, third parties could copy or otherwise obtain and use our intellectual property without authorization, or laws and interpretations of laws regarding the enforceability of existing intellectual property rights may change over time in a manner that provides less protection or introduces uncertainty. The occurrence of any of these events could impede our ability to effectively compete against competitors with similar technologies, any of which could materially adversely affect our business, financial condition and results of operations. Our use of “ open source ” software and materials could subject our proprietary software to general release, adversely affect our ability to sell our products and services and subject us to possible litigation. We use open source software, content and materials (“ Open Source Materials ”) in connection with a portion of our proprietary software and our service offerings and we expect to continue to use Open Source Materials in the future. Under certain circumstances, some open source licenses require users of the Open Source Materials to provide the user’s own proprietary source code to third parties upon request, to license the user’s own proprietary source code or other materials for the purpose of making derivative works, prohibit users from charging a fee to third parties in connection with the use of the user’s proprietary code, or require the relicensing of the Open Source Materials and derivatives thereof under the terms of the applicable license. While we employ practices designed to monitor our compliance with the licenses of third-party Open Source Materials and protect our proprietary source code and content, we cannot guarantee that we will be successful, that all Open Source Materials are reviewed prior to use in our products, that our developers have not incorporated Open Source Materials into our products, or that they will not do so in the future. Accordingly, we may face claims from others challenging our use of Open Source Materials or seeking to enforce the license terms applicable to such Open Source Materials, including by demanding public release of the Open Source Materials or derivative works or our proprietary source code and content that was developed or distributed in connection with such Open Source Materials. Such claims could also require us to purchase a commercial license or require us to devote additional research and development resources to change our software and content, any of which would have a negative effect on our business and results of operations. In addition, if the license terms for the open source code change, we may be forced to re-engineer our software, revise our content or otherwise incur additional costs. Additionally, the terms of many open source licenses to which we are subject have not been interpreted by U. S. or foreign courts. There is a risk that open source licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market or provide our products. In addition, the use of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. To the extent that our platform depends upon the successful operation of the open source software we use, any undetected errors or defects in this open source software could prevent the deployment or impair the functionality of our platform, delay the introduction of new solutions, result in a failure of our platform, and injure our reputation. For example, undetected errors or defects in open source software could render it vulnerable to breaches or security attacks and make our systems more vulnerable to data breaches. Our exposure to these risks may be increased as a result of evolving our core source code base, introducing new content and

offerings, integrating acquired- company technologies, or making other business changes, including in areas where we do not currently compete. Any of the foregoing could adversely impact the value or enforceability of our intellectual property, and materially adversely affect our business, financial condition, and results of operations. Risks Related to Ownership of our Class A Common Stock The market price of shares of our Class A common stock may be volatile or may decline regardless of our operating performance, which could cause the value of your investment to decline. The trading price of our Class A common stock may be highly volatile and could be subject to wide fluctuations. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of shares of our Class A common stock regardless of our operating performance. In addition, our operating results could be below the expectations of public market analysts and investors due to a number of potential factors, including variations in our quarterly operating results or dividends, if any, to stockholders, additions or departures of key management personnel, failure to meet analysts' earnings estimates, publication of research reports about our industry, the timing and amount of any share repurchases, litigation and government investigations, changes or proposed changes in laws or regulations or differing interpretations or enforcement thereof affecting our business, adverse market reaction to any indebtedness we may incur or securities we may issue in the future, changes in market valuations of similar companies or speculation in the press or investment community, announcements by our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments, adverse publicity about the industries we participate in or individual scandals, and in response the market price of shares of our Class A common stock could decrease significantly. ~~Stock markets and the price of our Class A shares may experience extreme price and volume fluctuations.~~ In the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources. If securities or industry analysts do not continue to publish research or reports about our business, or if they downgrade their recommendations regarding our Class A common stock, our stock price and trading volume could decline. The trading market for our Class A common stock relies in part on the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price may decline. If analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our Class A common stock price or trading volume to decline and our Class A common stock to be less liquid. The dual class structure of our common stock has the effect of concentrating voting control with ~~those~~ **a limited number of affiliated** stockholders ~~who held our capital stock prior to the listing of our Class A common stock on the Nasdaq Global Select Market, which including our directors, executive officers, and 5 % stockholders and their respective affiliates, who held in the aggregate 79.7 % of the voting power of our capital stock as of December 31, 2023. This ownership will limit or preclude your ability to influence corporate matters , including the election of directors, amendments of our~~ **or** ~~organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction transactions that requiring~~ **require** stockholder approval. ~~Our~~ **Under the dual class structure of our common stock, our** Class B common stock has 20 votes per share, and our Class A common stock has one vote per share. As of December 31, ~~2023~~ **2024**, our directors, executive officers, and 5 % stockholders and their affiliates held in the aggregate ~~79.7~~ **77.76** % of the voting power of our capital stock. Because of the 20- to- one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively could continue to control a significant percentage of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders for approval until all outstanding shares of Class A and Class B common stock have converted automatically into shares of a single class of common stock. This concentrated control may limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may believe are in your best interest as one of our stockholders. In addition, future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. ~~Any~~ **The** conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. As a result, it is possible that one or more of the persons or entities holding our Class B common stock could gain significant voting control as other holders of Class B common stock sell or otherwise convert their shares into Class A common stock. ~~In addition, while we do not expect to issue any additional shares of Class B common stock, any future issuances of Class B common stock would be dilutive to holders of Class A common stock~~ **upon conversion**. We cannot predict the impact our dual class structure may have on the market price of our Class A common stock. We cannot predict whether our dual class structure will result in a lower or more volatile market price of our Class A common stock, in adverse publicity or other adverse consequences. Certain investors, including large institutional investors, may prefer companies that do not have multiple share classes or may have investment guidelines that preclude them from investing in companies that have multiple share classes. In addition, certain index providers have previously implemented, and may in the future determine to implement, restrictions on including companies with multiple class share in certain of their indices. ~~For example, from July 2017 to April 2023, S & P Dow Jones excluded companies with multiple share classes from the S & P Composite 1500 (composed of the S & P 500, S & P MidCap 400 and S & P SmallCap 600).~~ Indices have discretion to reassess and implement such policies with respect to multi- class differing voting right structures. Under any such policies, our dual class capital structure would make us ineligible for inclusion in any of these indices. As a result, the market price of our Class A common stock could be materially adversely affected. We may issue preferred stock whose terms could materially adversely affect the voting power or value of our Class A common stock. Our amended and restated certificate

of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our Class A common stock respecting dividends and distributions, as our board of directors may determine. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our Class A common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of the Class A common stock. Future issuance and sales of our common stock in the public market could cause the market price of our common stock to drop significantly, even if our business is doing well. Sales of a substantial number of shares of our common stock in the public market or the perception that these sales might occur in large quantities, could cause the market price of our Class A common stock to decline and could impair our ability to raise capital through the sale of additional equity securities. All shares of Class A common stock sold in our **initial public offering (“ IPO ”)** are freely tradable without restrictions or further registration under the Securities Act except for any shares held by our affiliates as defined in Rule 144 under the Securities Act (“ Rule 144 ”). Further, as of December 31, **2023** **2024**, we had options outstanding that, if fully exercised, would result in the issuance of 1, **950,039**, **500,748** shares of Class A common stock and **1,483**, **252,034**, **500** shares of Class B common stock, as well as **2,102,802**, 000 shares of Class A common stock issuable upon vesting and settlement of outstanding RSUs. We have registered on Form S- 8 under the Securities Act the shares of our common stock subject to outstanding stock options that will be issuable pursuant to future awards granted under our equity incentive plan. These shares can be freely sold in the public market upon issuance, subject to applicable vesting requirements, compliance by affiliates with Rule 144, and other restrictions provided under the terms of the applicable plan and / or the award agreements entered into with participants. We may issue our shares of common stock or securities convertible into our common stock from time to time in connection with financings, acquisitions, investments, or otherwise. New investors in subsequent transactions could gain rights, preferences, and privileges senior to those of holders of our Class A common stock. Any such issuance could result in substantial dilution to our existing stockholders and cause the trading price of our Class A common stock to decline. We do not intend to pay dividends for the foreseeable future. Consequently, any gains from an investment in our Class A common stock will likely depend on whether the price of our Class A common stock increases. We do not intend to pay any dividends on our Class A common stock in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation and growth of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. Anti- takeover provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Our amended and restated certificate of incorporation and amended and restated bylaws contain and Delaware law contains provisions which could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by our board of directors. Our corporate governance documents provide for: • a dual- class structure; • a classified board of directors with three- year staggered terms, who can only be removed for cause, which may delay the ability of stockholders to change the membership of a majority of our board of directors; • no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; • the exclusive right of our board of directors to set the size of the board of directors and to elect a director to fill a vacancy, however occurring, including by an expansion of the board of directors, which prevents stockholders from being able to fill vacancies on our board of directors; • the ability of our board of directors to authorize the issuance of shares of preferred stock and to determine the price and other terms of those shares, including voting or other rights or preferences, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror; • the ability of our board of directors to alter our amended and restated bylaws without obtaining stockholder approval; • in addition to our board of director’ s ability to adopt, amend, or repeal our amended and restated bylaws, our stockholders may adopt, amend, or repeal our amended and restated bylaws only with the affirmative vote of the holders of at least 66 2 / 3 % of the voting power of all our then- outstanding shares of capital stock; • the required approval of (i) at least 66 2 / 3 % of the voting power of the outstanding shares of capital stock entitled to vote generally in the election of directors, voting together as a single class, to adopt, amend, or repeal certain provisions of our restated certificate of incorporation and (ii) for so long as any shares of Class B common stock are outstanding, the holders of at least 80 % of the shares of Class B common stock outstanding at the time of such vote, voting as a separate series, to adopt, amend, or repeal certain provisions of our restated certificate of incorporation; • the ability of stockholders to act by written consent only as long as holders of our Class B common stock hold at least 50 % of the voting power of our capital stock; • the requirement that a special meeting of stockholders may be called only by an officer of our company pursuant to a resolution adopted by a majority of our board of directors then in office or the chairperson of our board; and • advance notice procedures that stockholders must comply with in order to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders’ meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror’ s own slate of directors or otherwise attempting to obtain control of us. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the General Corporation Law of the State of Delaware (the Delaware General Corporation Law), which prevents some stockholders holding more than 15 % of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock. Claims for indemnification by our directors and officers may reduce our available funds to satisfy

successful third-party claims against us and may reduce the amount of money available to us. Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws and our indemnification agreements that we have entered or intend to enter into with our directors and officers provide that:

- we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful;
- we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;
- the rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and
- we may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees, and agents. Our directors' and officers' liability insurance policies may not be available to us in the future at a reasonable rate, may not cover all potential claims for indemnification, and may not be adequate to indemnify us for all liability that may be imposed.

Our amended and restated certificate of incorporation and amended and restated bylaws provide for an exclusive forum in the Court of Chancery of the State of Delaware for certain disputes between us and our stockholders, and that the federal district courts of the U. S. of America will be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees. Our amended and restated certificate of incorporation and amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine; provided that, the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated certificate of incorporation and amended and restated bylaws also provide that the federal district courts of the U. S. of America will be the exclusive forum for the resolution of any complaint asserting a cause of action against us or any of our directors, officers, or employees arising under the Securities Act. Nothing in our amended and restated certificate of incorporation or amended and restated bylaws precludes stockholders that assert claims under the Exchange Act from bringing such claims in state or federal court, subject to applicable law. We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. 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 us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. If a court were to find the choice of forum provision that will be contained in our amended and restated certificate of incorporation or amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially adversely affect our business, financial condition, and results of operations.

~~General Risk Factors We will incur significant expenses as a result of being a public company, which could materially adversely affect our business, financial condition, and results of operations. As a public company, we incur significant legal, accounting, and other expenses that we did not incur as a private company. We are subject to the reporting requirements of the Exchange Act, the applicable requirements of the Sarbanes-Oxley Act, the Dodd-Frank Act, the rules and regulations of the SEC, and the Listing Rules of the Nasdaq Global Select Market. Stockholder activism and the level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional significant compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate. The increased costs will increase our net loss or decrease our net income, and may require us to reduce costs in other areas of our business or increase our service fees which could result in a reduction in bookings. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance. The impact of these requirements could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on our board committees, or as executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our Class A common stock, fines, sanctions, and other regulatory action and potentially civil litigation. Further, the majority of our management team, including our Chief Executive Officer and Chief Financial Officer, have limited experience in managing publicly-traded companies. These obligations and constituents have and will require significant attention from our senior management and could divert their attention away from the day-to-day management of our business, and could materially adversely affect our business, financial condition, and results of operations.~~

Failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, financial condition, results of operations, and stock price and may adversely affect investor confidence in our company and, as a result, the value of our Class A common stock and your investment. Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), requires us to evaluate the effectiveness of our internal controls

over financial reporting as of the end of each fiscal year, including a management report assessing the effectiveness of our internal controls over financial reporting, and a report issued by our independent registered public accounting firm on that assessment. Our ability to comply with the annual internal control reporting requirements will depend on the effectiveness of our financial reporting and data systems and controls across our company. We expect these systems and controls to require additional investment as we become increasingly more complex and our business grows. To effectively manage this complexity, we will need to continue to maintain and revise our operational, financial and management controls, and our reporting systems and procedures. Certain weaknesses or deficiencies or failures to implement required new or improved controls, or difficulties encountered in the implementation or operation of these controls, could harm our operating results and cause us to fail to meet our financial reporting obligations, or result in material misstatements in our financial statements, which could adversely affect our business and reduce our stock price. Further, we cannot assure you that the measures we have taken to date, and actions we may take in the future, will be sufficient to prevent or avoid potential future material weaknesses. A material weakness in our internal control over financial reporting could result in an increased probability of fraud, the potential loss of customers, litigation from our stockholders, reduction in our ability to obtain financing, and require additional expenditures to remediate. Our failure to implement and maintain effective internal control over financial reporting could result in errors in our financial statements that could result in loss of investor confidence in the accuracy and completeness of our financial reports and a decline in our stock price, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. **principles** and accounting treatment of our non- cash stock- based compensation expense and related obligations with respect to our financial statements. If these assumptions turn out to be unfounded, our stock- based compensation expense could be materially higher than expected for current and future periods, which could have a material adverse effect on our net income (loss). We base estimates and assumptions on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. We may make estimates regarding activities for which the accounting treatment is still uncertain. Actual results could differ from those estimates. If our assumptions change or if actual ~~circumstances~~ Changes in accounting principles or their application to us could result in unfavorable accounting charges or effects, which could adversely affect our operating results and prospects. We prepare Consolidated Financial Statements in accordance with accounting principles generally accepted in the U. S. The accounting for our business is subject to change based on the evolution of our business model, interpretations of relevant accounting principles, enforcement of existing or new regulations, and changes in policies, rules, regulations, and interpretations of accounting and financial reporting requirements of the SEC or other regulatory agencies. A change in any of these principles or guidance, or in their interpretations or application to us, may have a significant effect on our reported results, as well as our processes and related controls, and may retroactively affect previously reported results, which may negatively impact our financial statements, which may in turn adversely affect our prospects. It is difficult to predict the impact of future changes to accounting principles and accounting policies over financial reporting, any of which could adversely affect our financial condition and results of operations and could require significant investment in systems and personnel. ~~Changes to tax laws could impact our financial results and operations.~~ Our operations are subject to income and transaction taxes in the U. S. and in multiple foreign jurisdictions. A change in the tax law in the jurisdictions in which we do business, including an increase in tax rates, an adverse change in the treatment of an item of income or expense or a decrease in tax rates in a jurisdiction in which we have significant deferred tax assets, could result in a material increase in tax expense. Additionally, changes in tax laws could impact operating cash flow due to changes in timing of payments required as well as the overall rate we are required to pay. The application of tax laws and related regulations is subject to legal and factual interpretation, judgment and uncertainty. We cannot determine whether any legislative proposals may be enacted into law or what, if any, changes may be made to such proposals prior to their being enacted into law. If U. S. or international tax laws change in a manner that increases our tax obligation, it could result in a material adverse impact on our results of operations and our financial position. The Tax Cuts and Jobs Act of 2017 changed the law with respect to the treatment of research and development expenditures. Effective January 2022, the option to deduct these expenditures currently was eliminated and instead requires taxpayers to capitalize and amortize them pursuant to Internal Revenue Code Section 174. This has increased our tax provision and our cash tax payable since 2022. If the requirement to capitalize Section 174 expenditures is not modified, it may also impact our tax provision and our cash tax liability in future years. The Organization for Economic Co- operation and Development (" OECD"), an international association of 38 countries including the U. S., has proposed changes to numerous long- standing tax principles, including a global minimum tax initiative. On December 12, 2022, the European Union member states agreed to implement the OECD' s Pillar 2 global corporate minimum tax rate of 15 % on companies with revenues of at least EUR 750 **million**, ~~000~~, which ~~went would go~~ into effect in 2024. While we **do** not currently have revenues above that threshold, with continued growth it may reach that level in future years. Accordingly, we will continue to monitor and evaluate the potential consequences of Pillar 2 on our longer- term financial position. New laws include changes to the existing framework to calculate income tax, as well as proposals to change or impose new types of non- income taxes, including taxes based on a percentage of revenue. For example, several countries in the European Union have proposed or enacted taxes applicable to digital services, which includes business activities on social media platforms and online marketplaces, and would likely apply to our business. Many questions remain about the enactment, form and application of these digital services taxes. The interpretation and implementation of the various digital services taxes (especially if there is inconsistency in the application of these taxes across tax jurisdictions) . A valuation allowance is provided against deferred tax assets unless it is more- likely- than- not that they will be realized based on all available positive and negative evidence. Such evidence, which requires management' s judgment, includes, but is not limited to, recent cumulative earnings or losses, expectations of future income, and the carryforward periods available for the utilization of deferred tax assets. As of December 31, ~~2023~~ **2024**, the Company continues to maintain a valuation allowance against all of its U. S. federal and state deferred tax

assets. To the extent sufficient positive evidence becomes available, we may release all or a portion of our valuation allowance in one or more future periods. A release of the valuation allowance, if any, would result in the recognition of certain deferred tax assets and a material income tax benefit for the period in which such a release is recorded. ~~If our estimates~~ **Given the Company's recent history of earnings, management believes that there is a reasonable possibility that, within the next twelve months, sufficient positive evidence may become available to allow management to reach a conclusion that a significant portion of the valuation allowance recorded against the deferred tax assets held will be reversed. The reversal would result in an income tax benefit** ~~or for judgments relating to our critical accounting policies~~ **the quarterly and annual fiscal period in which the Company releases the valuation allowance. However, the exact timing and amount of the valuation allowance release** ~~are based~~ **subject to change** ~~on assumptions~~ **the basis of the level of profitability** ~~that change or prove to be incorrect,..... certain assumptions about the interpretation of these --~~ **the Company** ~~principles and accounting treatment of our non-..... If our assumptions change or if actual~~ **actually achieves** ~~circumstances differ from our assumptions, our operating results may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.~~ We are subject to a series of risks associated with scrutiny of environmental, social, sustainability, and related corporate responsibility matters. Companies across industries are facing increasing scrutiny from a variety of stakeholders related to their environmental, social, sustainability, and related corporate responsibility ("ESG") practices. For example, various groups ~~produce~~ **assess companies' ESG profiles, some of which are informed by** ~~scores or ratings based at least in part on a company's ESG disclosures, and certain market participants, including institutional investors and capital providers, use such ratings~~ **, or similar information to assess companies' ESG profiles.** Unfavorable perceptions of our ESG performance could negatively impact our business, whether from a reputational perspective, through a reduction in interest in purchasing our stock or products, issues in attracting / retaining employees, customers and business partners, or otherwise. ~~Simultaneously~~ **Increasingly** **, different stakeholder groups have divergent (or conflicting) views on ESG matters, which increases the risk that any action, or lack thereof** ~~are efforts, with respect to ESG matters will be perceived negatively~~ **by at least some stakeholders to reduce companies' efforts on certain ESG-related matters.** Both advocates and opponents to certain ESG matters are increasingly resorting to a range of activism forms, including media campaigns and litigation, to advance their perspectives. To the extent we are subject to such activism, **or we are unsuccessful in navigating competing stakeholder perspectives,** it may require us to incur costs or otherwise adversely impact our business. While we have engaged, and expect to continue to engage in, certain ~~voluntary~~ initiatives (such as ~~voluntary~~ disclosures, certifications, or goals) to improve the ESG profile of our company and / or products or respond to stakeholder concerns, such initiatives may be costly and may not have the desired effect. ~~Expectations around~~ **For example, many ESG initiatives rely on methodologies and data that are complex, subject to varying interpretations, and continuing to evolve. As with other** ~~company companies' s management of,~~ **our approach to** ~~ESG matters also continues to evolve rapidly, in many instances due to factors and there can be no guarantee that are out of our approach will align with the expectations our~~ **or control preferences of any particular stakeholder** ~~. For example, actions any failure (or perceived failure) to advance~~ **or our** ~~statements that we may take based on expectations, assumptions, or third-party information that we currently believe to be reasonable may subsequently be determined to be erroneous or not in keeping with best practice. We may also be unable to complete certain initiatives or targets, either on timelines / costs initially anticipated or at all. If we fail to, or are perceived to fail to, comply with or advance certain ESG initiatives (including the manner in which we complete such initiatives), we may~~ **result in** ~~be subject to various adverse impacts, including reputational damage and potential stakeholder engagement and / or litigation, even if such initiatives are currently voluntary. There are also increasing regulatory expectations for ESG matters. For example, various policymakers, including the SEC~~ **European Union** ~~and the State of California, have adopted (or are considering adopting) requirements for the disclosure of certain climate-related information or other ESG disclosures~~ **. Such requirements are not uniform, and may not be interpreted or applied uniformly, which may result in increases cost and complexity of compliance, as well as any associated risks** ~~. This and other stakeholder expectations will likely lead to increased costs as well as scrutiny that could heighten all of the risks identified in this risk factor. Additionally, certain of our customers, business partners, and suppliers may be subject to similar expectations, which may augment or create additional risks, including risks that may not be known to us.~~