

Risk Factors Comparison 2024-02-27 to 2023-02-28 Form: 10-K

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A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes. The risks and uncertainties described below may not be the only ones we face. If any of the risks actually occur, our business, ~~results of operations,~~ financial condition and ~~prospects~~ **results of operations** could be harmed. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment. **Many of Risks Related to Our Business and Industry We have a limited operating history in an evolving industry which makes it difficult to evaluate our current business, future prospects, and increases the following risk of your investment. We launched operations in 2006. Our evolving industry makes it difficult to effectively assess or forecast our future prospects. You should consider our business and prospects in light of the risks and uncertainties** ~~difficulties~~ we encounter or may encounter. These risks and difficulties include our ability to ~~cost-~~ **effectively retain existing and attract new creators and consumers, drive consumer demand and acquire a catalog of highly popular events, maintain the quality of our technology infrastructure that can efficiently and reliably handle ticket sales and event management services globally and the deployment of new features and solutions and successfully compete with other companies that are currently in, or may enter, the ticketing and** ~~the ticketing and~~ event solution space. Additional risks include our ability to effectively manage growth, responsibly use the data that creators and ~~attendees~~ **consumers** share with us, process, store, protect and use personal data in compliance with governmental regulation, contractual obligations and other legal obligations related to privacy and security and avoid interruptions or disruptions in our service or slower than expected load times for our platform. Other risks posed by our limited operating history include the ability to hire, integrate and retain world class talent at all levels of our company, continue to expand our business in markets outside the United States, and defend ourselves against litigation, regulatory, intellectual property, privacy or other claims. If we fail to address the risks and difficulties that we face, including those associated with the challenges listed above, our business, **financial condition** and our results of ~~operations~~ **operations** will be ~~exacerbated by~~ **harmed. We have a history of losses and we may not be able to generate sufficient revenue to achieve and maintain profitability. We incurred net losses of \$ 26. 5 million and \$ 55. 4 million in the COVID-19 pandemic years ended December 31, 2023 and 2022, respectively, and as of December 31, 2023, we had and- an accumulated deficit of \$ 815. 4 million. Our net revenue was \$ 326. 1 million and \$ 260. 9 million for the years ended December 31, 2023 and 2022, respectively. We also expect our operating expenses to increase in future periods, and if our revenue does not increase to more than offset these anticipated increases in our operating expenses, we may not be able to achieve or maintain profitability and our business, financial condition and results of operations will be adversely affected. You should not rely on any worsening revenue growth of the global business and economic environment any prior quarterly or annual period as a result. Risks Related to Our Business and- an Industry indication of our future performance. If we are unable to maintain revenue growth and manage our expenses effectively, we will not be able to achieve and maintain profitability.** Factors adversely affecting the live event market could impact our results of operations. We help Eventbrite bring together event ~~creators~~ **organize** and consumers through live experiences. Through our highly-scalable self- service platform, we enable event creators to ~~plan~~ **plan**, promote and sell tickets and registrations to their events while helping connect their events to interested audiences. Through our mobile application, website and other consumer-facing interactions, we enable consumers to find experiences they love while serving as a broad range of demand generating engine for ~~events- event creators~~. Our business is directly affected by the success of ~~such the events and in~~ **our marketplace and our ability to attract and retain event creators, consumers and a catalog of highly popular events. Our revenue is impacted by the number and mix of events in our marketplace, types of events and the quantity and price of ticket tickets** ~~prices of sold to the events produced by creators and promoted in our marketplace and through distribution partners. As a global live events marketplace, our business is also subject to risks associated with the live event market in each of the countries in which we operate~~. Adverse trends in one or more event industries ~~or markets~~ could adversely affect our business. A decline in ~~event attendance~~ **, particularly at paid events, or a reduction in the number of events listed in our marketplace** may have an adverse effect on our revenue and operating income. The global COVID- 19 pandemic led to an unprecedented decline in the number of in- person events and attendance and significant reductions in our revenue and operating income. While in 2022 events in our core geographies occurred largely without federal, state or local COVID- 19 restrictions, our operations were notably impacted during periods of accelerating case counts which led to temporary shifts in creator and consumer confidence and behavior. The ongoing effects of COVID- 19 and its variants, along with other geopolitical and macroeconomic events, may cause creators to scale back events and attendees to attend fewer events, which could materially and adversely affect our paid ticket volume and consequently our net revenue and financial results. In addition, these factors may adversely impact the business and operations of third- party service providers who perform critical services for our business, which in turn may adversely affect our business, results of operations and financial condition **and results of operations**. **Our** Further, our business depends on discretionary consumer and corporate spending. During periods of economic slowdown and recession, as well as other periods of economic instability or uncertainty, consumers ~~may have historically less disposable income and / or reduced-~~ **reduce** their discretionary spending. ~~In addition-~~ **Global and regional macroeconomic developments**, ~~such as a result of~~ **increased unemployment, volatility in financial and capital markets,** increased interest

rates, labor and materials shortages and supply chain delays exacerbated by COVID-19, many regions have experienced and are continuing to experience rising consumer prices. With the rise in prices of essential goods and services, consumers have historically reduced **access** their discretionary spending. The impact of economic slowdowns and rising consumer prices on our business is difficult to predict **credit**, but they may result in reductions in ticket and registration sales **decreased liquidity, political uncertainty** and **armed conflicts, could negatively affect** our ability to generate revenue. Many factors related to discretionary consumer and corporate spending, including employment, fuel prices, interest and tax rates and inflation, can adversely impact our results of operations. In addition, the occurrence and threat of extraordinary events **impacting the ability to conduct live gatherings**, such as public health concerns, epidemics and pandemics, **wars** (including the COVID-19 pandemic), terrorist attacks, mass-casualty incidents **or**, such as the mass casualty event at a Houston music festival in November 2021, natural disasters **or similar events**, or loss or restriction of individuals' rights to assemble, may deter creators from producing large events and substantially decrease **the or half** attendance at live events. Terrorism and security incidents, military actions in foreign locations and periodic elevated terrorism alerts **have increased public concerns regarding air travel, military actions and national or local catastrophic incidents**. These concerns have led to numerous challenging operating factors at live events, including additional logistics for event safety and increased costs of security. These challenges may impact the creator and **attendee consumer** experience and lead to fewer events by creators and as a result, may harm our **business, financial condition and** results of operations. Furthermore, climate change is expected to continue to cause adverse weather conditions, increased weather variability and natural disasters to become more frequent and less predictable. Adverse weather and climate conditions could impact the number, size and success of events and disrupt our operations in any of our offices or the operations of creators, third-party providers, vendors or partners. If fewer events are held because of adverse weather and climate conditions, our **business, financial condition and** results of operations may be harmed. If an event is cancelled or rescheduled due to weather, **attendees consumers** may expect and may be entitled to a refund, which may **further** harm our results of operations and those of creators. Any adverse condition, including those described above, that could lead to unsatisfied **consumers** event attendees and require refunds or chargebacks or increase complexity and costs for creators and us, would harm our business, **results of operations and financial condition and results of operations**. Our results vary from quarter-to-quarter and year-to-year. Our results of operations in certain financial quarters or years may not be indicative of, or comparable to, our results of operations in subsequent financial quarters or years. Our quarterly **and annual** results of operations have fluctuated significantly **in the past** due to a variety of factors, many of which are outside of our control and difficult to predict, **and are impacted by gross ticket sales levels, revenue mix, ticket fee pricing and paid ticket volume. We expect our future quarterly and annual operating results to fluctuate as we focus on driving consumer demand and acquiring a catalog of highly popular events on our platform. We may need to make business decisions that could adversely affect our operating results, such as modifications to our pricing strategy, business structure or operations**. As a result, it is difficult for us to forecast the level or source of our revenue accurately. **As a** **In addition, the seasonality of our business could create cash flow management risks if we do not adequately anticipate and plan for periods of decreased activity, which could harm our business, financial condition and results of operations. From time to time, we release earnings guidance in our earnings conference calls, earnings releases, or otherwise, regarding our expected future performance that represents our management's estimates as of the date of the release. Such guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results may vary from our guidance and the variations may be material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock. Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in this Risk Factors section in this report could** **result of the COVID-19 pandemic and its impact on the events industry and global economy, in 2020 we withdrew the actual operating results being different from** our first quarter and full year 2020 financial guidance, and we did not provide guidance for 2021. While we have recently provided quarterly revenue guidance and may resume providing more detailed financial guidance, we may withdraw our guidance or discontinue providing guidance if we determine that macroeconomic or other **the** conditions would render such guidance unreliable **differences may be adverse and material**. Because our results may vary significantly from quarter-to-quarter and year-to-year, our financial results for one quarter or year cannot necessarily be compared to another quarter or year and may not be indicative of our future financial performance in subsequent quarters or years. Period-to-period comparisons of our results of operations may not be meaningful, and you should not rely upon them as an indication of future performance. In addition to other risk factors listed in this "Risk Factors" section, factors that may cause our results of operations to fluctuate include: • COVID-19 and other global health conditions, epidemics or pandemics and related government prohibitions, limitations or recommendations on in-person gatherings, and creators' and consumers' perceived safety of in-person gatherings; • changes in business or macroeconomic conditions; • creator acquisition and retention and consumer demand; • new solution introductions and expansions, or challenges with introduction; • acquisition of companies and the success, or lack thereof, of migration of such companies' creators and customers; • changes in pricing or packages; • the development and introduction of new products or services by us or our competitors; • increases in operating expenses that we may incur to grow and expand our operations and to remain competitive; • system failures or breaches of security or privacy; • changes in stock-based compensation expenses; • adverse litigation judgments, settlements or other litigation-related costs; • changes in the legislative or regulatory environment, including with respect to privacy or data protection, or enforcement by government regulators, including fines, orders or consent decrees; • fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies; • fluctuations in the market values of our portfolio investments and interest rates; • changes in our effective tax rate; • announcements by competitors or other third parties of

significant new products or acquisitions or entrance into certain markets; • our ability to make accurate accounting estimates and appropriately recognize revenue for our solutions for which there are no relevant comparable products; and • changes in accounting standards, policies, guidance, interpretations, or principles. The seasonality of our business could create cash flow management risks if we do not adequately anticipate and plan for periods of decreased activity, which could harm our business, results of operations and financial condition. Our corporate strategy and restructuring plan may not be successful. Our corporate strategy is **to provide consumers with a breadth of relevant, local live events and to enable creators to host successful events that draw upon access to Eventbrite's consumers worldwide. Between 2020 and 2023, we focused our strategy on acquiring attracting new creators and retaining existing creators who are were able to use our platform with limited live training, support or professional services. As part of this effort, leveraging we reduced the size of our sales of, customer success and field operations teams. As we shift our strategy to become the indispensable marketplace for live event events, we are focusing on driving discovery platform to more effectively connect creators with consumer demand and acquiring a catalog of highly popular events. To support this transition, we are focusing on engaging consumers to scale our platform, and making related changes to our organizational structure and priorities, including increasing our marketing spending to help promote our them sell more tickets and brand fuel the success of their businesses, and transitioning from a ticketing platform drive consumer demand and increasing our hiring efforts in our event and creator acquisition and retention teams to a global marketplace help attract highly popular events for our consumers.** We recently began **may not be successful in implementing this transition** a restructuring plan that eliminates approximately 8% of our workforce and relocates approximately 30% of remaining roles, which includes moving certain of our development roles from Argentina and the United States to Spain and India and relocating nearly all of our customer support and operations roles to locations outside the United States. The restructuring plan also includes a real estate reduction to reflect the geographic distribution of our employees as well as other -- **the cost reduction measures changes to our organizational structure and priorities have in the past and may disrupt our current business and financial performance.** The success of our corporate strategy **also** and our restructuring plan will depend **depends** on, among other things, our ability to closely manage our operating expenses, manage international operations and attract and retain senior management and other highly qualified personnel, and the success of our refocused strategy itself. We plan to remain focused on hiring for roles that will accelerate our transition to a marketplace, particularly in our development **event acquisition and retention** functions in Spain and India. While we have maintained operations in Spain for over five years, we only recently opened a talent hub in India in 2022, and as a new entrant into the Indian talent market, we may be unable to attract highly qualified personnel. If we are unable to hire and retain highly qualified employees in Spain and India, or if we are unable to do so in a cost effective manner, we may not be able to fully execute our strategy or realize returns on our investment in these geographies. If we are unable to successfully execute our strategy, or if our strategy itself is not successful, our business, **results of operations and financial condition and results of operations** may be adversely affected. Our success depends on our ability to attract **and retain creators, consumers and a catalog of highly popular events in the regions where we operate. The successful execution of our strategy requires us to attract** new creators, retain existing creators and, **drive consumer demand and acquire** as we transition into a **catalog** global marketplace. Beginning in 2020, we have refocused our strategy on acquiring and retaining creators who are able to use our platform with limited live training, support or professional services, rather than creators who required significant support from our customer success and /or field operations functions, and more recently, on our transition from a ticketing platform to a global marketplace. As part of this effort, we have reduced **highly popular events. Our ability to achieve the these objectives** size of our sales, customer success and field operations teams, and are increasing our marketing spending to help drive consumer demand. To support our transition to a global marketplace, we are focusing on engaging consumers to scale our platform, and making related changes to our organizational structure and priorities. We may not be **impacted by** successful in implementing this transition, and the changes to our organizational structure and priorities may disrupt our current business. Our success depends on our ability to attract new creators, retain existing creators and drive consumer demand. In addition to risks related to our focus on self-service creators and changes to our organizational structure and priorities as we transition to a global marketplace, we may fail to attract new creators, retain existing creators and drive consumer demand due to a number of factors outlined in this section, **some of which are outside of our control**, including: • **COVID-our ability to drive consumers to our platform and provide quality consumer - facing interactions** and other global health conditions and related government prohibitions, limitations or **including strong event search functionality, clear event listings and relevant event recommendations** on in-person gatherings, and creators' and consumers' perceived safety of in-person gatherings; • **our the navigability and ability reliability** to maintain and continually enhance our platform and provide products and services that are valuable and helpful to creators, which maintenance and enhancements may take place at a slower pace because of our reduced workforce and if we are unable to attract and retain a sufficient number of highly qualified engineering and development personnel; • our ability to drive consumers to our platform and to generate **consumer - facing interactions** demand; • our decisions to sunset or replace features that some creators and consumers find valuable and helpful; • our ability to offer requisite levels of customer support to creators and consumers, **such** which may be impacted as we move our **mobile application and website** customer support function outside the United States; • competitive factors, including the actions of new and existing competitors in our industry, such as competitors buying exclusive ticketing rights or entering into or expanding within the market **and regions** in which we operate; • **the composition of our pricing packages, our ability to effectively and competitively price our packages and solutions, our ability to clearly communicate the value of our packages and solutions, and the perceived value of our packages and solutions;** • **the quality of the events in our marketplace, which may not be sufficiently compelling to attract consumers or which may be disappointing to consumers who may not have the experience they expect at an event;** • **public perception of the values underpinning our community guidelines and our decision to enforce these guidelines by removing or promoting certain events that might lead creators, consumers or**

other third- parties to disagree with such decisions; • our ability to offer requisite levels of customer support to creators and consumers, which may be impacted by our customer support function outside the United States; • the implementation of certain policy initiatives to increase consumer ~~convince~~ confidence and transparency of recourse options when transacting on our platform, such as notifying consumers when they are eligible to request a refund and enforcing response times for refund requests; • the introduction of marketplace management initiatives, such as developing a system for creator verification and consumer feedback; • our ability to maintain and continually enhance our platform and provide products, features and services that are valuable and helpful to creators and consumers, which maintenance and enhancements depend on our ability to attract and retain a sufficient number of highly qualified engineering and development personnel; • our decision to sunset or replace features that some creators and consumers find valuable and helpful; • our ability to inspire creators to migrate to our platform from their current practices, which include online ticketing platforms, venue box offices and do- it- yourself spreadsheets and forms; • changes in our relationships with third parties, including our partners, developers and payment processors, that make our platform less effective for and attractive to creators and consumers; • **outages or delays in our marketplace and other services, including delays in getting into events; • compatibility with our network of distribution partners; • the quality and availability of key payment and payout methods ; • our ability to provide consumers with an efficient and safe purchasing experience; • breaches and other security incidents that could compromise the data of consumers ; • our ability to manage fraud risk that negatively impacts events, creators and / or consumers; and • our ability to adapt to changes in market practices or economic incentives for creators ,including larger or more frequent signing fees.** If we are unable to effectively manage these risks as they occur, creators and consumers may seek other solutions and platforms and we may not be able to retain them or acquire additional creators or consumers to offset any such departures, which would harm our business, ~~results of operations and financial condition and results~~ . Furthermore, the loss of ~~operations~~ . **We pay recoupable advances, non- recoupable payments and / or advance payouts to certain creators and our inability. If these arrangements are insufficient to replace them with new creators and attract a catalog of highly popular events of comparable quality and standing, or do not perform as we expect our- or inability to drive consumers to the scheduled events are fraudulent, cancelled, postponed our- or platform unsuccessful . would harm our business, results of operations and financial condition and results of operations may be harmed .** We pay recoupable advances and / or non- recoupable payments to certain creators when entering into exclusive ticketing or services agreements or when we are **otherwise** contractually obligated to do so. We **also make advance payouts to certain creators.** We have in the past, and may in the future, pay recoupable advances (also referred to as creator advances) and non- recoupable payments (also referred to as creator signing fees) to certain creators in order to incentivize them to organize certain events on our platform or obtain exclusive rights to ticket their events. **Non** ~~In contrast to advance payouts, non-~~ recoupable payments and recoupable advances (together, upfront payments) involve **the** provision of Eventbrite' s own capital from our operating accounts ~~rather than~~ . **In contrast, advance payouts involve** an advance payment to creators of **event proceeds** attendees' funds from our **trust-merchant** accounts prior to the completion of the events to which such attendees purchased tickets. Upfront payments are common practice in certain segments of the ticketing industry and are typically made to a creator upon entering into or renewing a multi- year exclusive ticketing or services contract with us, or upon meeting annual contractual requirements. A creator who has received a non- recoupable payment keeps the entire upfront payment, so long as the creator complies with the terms of the creator' s contract with us, including , but not limited to , performance of an event and achievement of certain ticket sale minimums. For recoupable ~~creator~~ advances we are entitled to recoup the entire advance by withholding all or a portion of the ticket sales sold by the creator to whom **the advance was previously paid until we have fully recouped the advance. A creator is generally obligated to repay all or a history portion of losses the upfront payment to us if such creator does not comply with the terms of the contract or perform and- refer an event, although there is no guarantee that we will be able to these collect such repayment-- payments as advance payouts** . When we provide advance payouts, we assume significant risk that the event may be cancelled, postponed, fraudulent, materially not as described or removed from our platform due to its failure to comply with our terms of service, merchant agreement or community guidelines, resulting in significant chargebacks, refund requests and / or disputes between ~~consumers attendees~~ and creators. **If This risk was exacerbated by the unprecedented nature creator is insolvent, has spent the proceeds of the COVID- 19 pandemic. The terms of our standard merchant agreement obligate creators to repay us for ticket sales for event- related costs advanced under such circumstances. However , we has cancelled the event, or has engaged- we may not be able to recover our generate sufficient revenue to achieve and maintain profitability. We incurred net losses from these events. These losses could be many multiples of the fees we collected from such transactions. As of December 31, 2023 and December 31, 2022, advance payouts outstanding were \$ 55-115 . 43 million and \$ 139-193 . 1 million , respectively. In an effort to attract a catalog of highly popular events to our marketplace, we make upfront payments available to qualifying creators who accept our standard or negotiated terms and conditions. We believe that upfront payments are an important financing option for certain creators, and that failure to make upfront payments available to high- value qualified creators or in the years ended insufficiently compelling dollar amounts will put us at a competitive disadvantage to ticketing solutions that offer cash incentives more broadly and in higher amounts to newly acquired or renewing creators. Non- recoupable payments, net, including noncurrent balances, were \$ 1. 9 million and \$ 1. 7 million as of December 31, 2023 and 2022 and 2021, respectively, and , as of December 31, 2022-2023 , we had an accumulated deficit these payments were being amortized over a weighted- average remaining life of 2. 4 years on a straight- line basis. Creator advances, net, including noncurrent balances, were \$ 789-2 . 8 million and \$ 0 . 7 million as of . Our net revenue for the year ended December 31, 2020-2023 and was \$ 106. 0 million, a decrease of \$ 220. 8 million from the year ended December 31, 2019, and our net revenue was \$ 260. 9 million and \$ 187. 1 million for the years ended December 31, 2022 and December 31, 2021, respectively. You should We pay these advances based on the expectations of future ticket sales on our platform by such creators. We make the decision to**

make these payments based on our assessment of the past success of the creator, past event data, future events the creator is producing and other financial information. However, event performance may vary greatly from year-to-year and from event to event. If our assumptions and expectations with respect to event performance prove wrong or if a counterparty defaults or an event is not successful or is cancelled, our return on these advances any revenue growth of any prior quarterly or annual period as an indication of our future performance. If we are unable to return to revenue growth and manage our expenses effectively, we will not be realized able to achieve and maintain profitability. If we do not continue to maintain and improve our platform or develop successful new solutions and enhancements or improve existing ones, our business will suffer. Our ability to attract and retain creators and consumers depends in large part on our ability to provide a user-friendly and effective platform, develop and improve our platform and introduce compelling new solutions and enhancements. Our industry is characterized by rapidly changing technology, new service and product introductions and changing demands of creators and consumers. We spend substantial time and resources understanding creators' needs and responding to them and on driving consumer demand on our platform. Our corporate strategy is focused on attracting and retaining creators who use our platform with limited training, support or professional services, leveraging the scale of our event discovery platform to more effectively connect creators with consumer demand to help them sell more tickets and fuel the success of their businesses, and our transition from a ticketing platform to a global marketplace. We recently began implementing a restructuring plan that eliminates approximately 8% of our workforce. This decrease in our workforce, coupled with the planned relocation of certain of our development roles from Argentina and the United States to Spain and India, may result in few, more targeted product enhancements and a slower product development timetable than we have experienced in the past. Building new solutions is costly and complex, and the timetable for commercial release is difficult to predict and may vary from our historical experience. In addition, after development, creators may not be satisfied with our enhancements or perceive that the enhancements do not adequately meet their needs. The success of any new solution or enhancement to our platform depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with our platform, creator and consumer awareness and overall market acceptance and adoption. If we do not continue to maintain and improve our platform or develop successful new solutions and enhancements or improve existing ones, our business, results of operations and financial condition and results of operations could be harmed. If we cannot reach Our marketing efforts to help grow our business may not be effective. Maintaining and promoting awareness of our marketplace and services is important to our ability to attract attendees for and retain creators and consumers. One of the events hosted key parts of our strategy is to build a consumer brand that brings consumers to Eventbrite and create more habitual consumers by positioning ourselves as the destination to help people disrupt their old routine and make life creators in our marketplace, our business will be harmed. In 2022 events in our core more eventful geographies occurred largely without federal, state or local COVID-19 restrictions. However, our operations were notably impacted during periods of accelerating COVID-19 case counts which led to temporary shifts in creator confidence and behavior. As we transition from a ticketing platform to a global marketplace, with an increased focus on generating engaging consumers to scale our platform, we plan to continue to increase our marketing spend to help drive consumer demand. We may also need to increase our marketing spend in response to increased spend on marketing from our competitors. We invest in brand and performance advertising through various channels, including search engine optimization (SEO), search engine marketing, affiliate marketing and display marketing, as well as social media, email marketing and digital video advertising. Prominently displaying listings in response to key search terms is a critical factor for attracting creators and consumers to our platform, and we face increased costs for relevant keywords, including our brand name, due to competitive bidding. Search engines frequently change the algorithms that determine the ranking and display of results of a user's search, alter analytics or SEO data available to us or make the other extent changes to the way results are displayed, which COVID can negatively affect the placement of links to our platform and reduce the number of visits or otherwise negatively impact our marketing efforts. In addition, search engines, social networks and other third parties typically require compliance with their policies and procedures, which may be subject to change or new interpretation with limited ability to negotiate, which could negatively impact our marketing capabilities (including marketing services for creators). Further, the growing use of online ad -19-blocking software and technological changes to browsers and mobile operating systems that, for example, limit access to usage information for platforms like Eventbrite, impact other -- the macroeconomic factors effectiveness of, or our visibility and insights into, our marketing efforts. As a result, we may fail to bring more consumers, or fail to increase the frequency of visits to our platform. In addition, ongoing legal and regulatory changes in the data privacy sphere in U. S. states and countries throughout the world – and the interpretation of these laws by major search, social and operating system providers – may impact the scope and effectiveness of marketing and advertising services generally, including those used on our platforms. Certain laws require us and our marketing partners to provide consumers the ability to opt- out of this collection of processing of their information for online advertising, and some providers of consumer devices, mobile or desktop operating systems and web browsers have implemented, or have announced plans to implement, ways to block tracking technologies. These developments could result in online tracking methods and our marketing efforts becoming significantly less effective. Similarly, our vendors, particularly those providing advertising and analytics products and services have, and may continue to, modify their products and services based on legal and technical changes relating to privacy in ways that could reduce the efficiency of our marketing efforts and our access to data about use of our platforms. Any reduction in our ability to make effective use of such technologies could harm our ability to personalize the experience of consumers, increase our costs, and limit our ability to attract and retain creators and consumers on cost- effective terms. As a result, our business, financial condition and results of operations could be adversely affected. In addition to the marketing strategies described above, we also engage with celebrities and influencers and partner with aligned brands as part of our

marketing efforts, and our perceived affiliation with these individuals and brands could cause us brand or reputational damage in the event they undertake actions inconsistent with our brand and values. Enforcement of our community guidelines may negatively impact our brand, reputation and / or our financial performance. We bring together a diverse and vibrant community of millions of people to create and discover live experiences that fuel their passions. The safety and integrity of our marketplace is of primary importance to our business. We maintain policies that outline expectations for users while they engage with our services, whether as creators, consumers or third parties. We prohibit a range of content on our platform, including, but not limited to: sexually explicit content; illegal content or illegal activities; hateful, dangerous or violent content or events; content that contains or promotes misinformation; and events that sell, distribute or transfer weapons and firearms. We seek to enforce these community guidelines in order to uphold the safety and integrity of our marketplace, engender trust in the use of our services, ensure that everyone can gather and celebrate in an environment based in respect and dignity and encourage positive connections among members of our communities. We strive to enforce these policies in a consistent and principled manner that is transparent and explicable to stakeholders. However, even with a principled and objective approach, policy enforcement is a combination of human and technological review and is subject to error. For example, at times creators use or attempt to use our platform for events related to illegal activity and extremist groups. These events may cause negative publicity and harm our reputation and brand. In addition, policy enforcement may be subject to different, inconsistent or conflicting regional consensus or regulatory standards in different jurisdictions, or it could be perceived to be arbitrary, unclear or inconsistent. Shortcomings and errors in our ability to enforce our policies across our marketplace could lead to negative public perception, distrust from our creators and consumer consumers behavior, inflation or lack of confidence in the use of our services, labor challenges and could negatively impact our reputation and our brand and our business, increased labor costs financial condition and results of operations could be adversely affected. In addition, rising certain creators or consumers may not agree with our decision to restrict certain creators from using our platform, the removal of certain events or the promotion of certain events on our platform. Some creators may not have, or are perceived not to have, legal and ethical business practices. Furthermore, creators use our platform for events that represent a variety of views, activities and interest interests rates, economic recession and some of which many other factors creators or consumers do not agree with or find offensive. If our platform is associated with illegal or offensive activity or creators and consumers disagree with our decision to restrict certain creators or events, our reputation and brand may be harmed, our ability to attract and retain creators and consumers may be adversely impacted and our business, financial condition and results of operations could be adversely affected. Our platform might be used for illegal or improper purposes, all of which could expose us to additional liability and harm our business. Our platform remains susceptible to potentially illegal or improper uses by creators or consumers attendees. Illegal or improper uses of our platform may include money laundering, terrorist financing, drug trafficking, illegal online gaming, other online scams, illegal sexually oriented services, phishing and identity theft, prohibited sales of pharmaceuticals, fraudulent sale of goods or services, posting of unauthorized intellectual property, unauthorized uses of credit and debit cards or bank accounts and similar misconduct. Creators may also encourage, promote, facilitate or instruct others to engage in illegal activities. Despite measures we have taken to detect and lessen the risk of this kind of conduct, we cannot guarantee that these measures will stop all illegal or improper uses of our platform and such uses have occurred in the past. Our business could be harmed if creators use our system for illegal or improper purposes, which may expose us to liability. At the same time, if the measures we have taken to guard against these activities are too restrictive and inadvertently screen proper transactions, or if we are unable to apply and communicate these measures fairly and transparently, or we are perceived to have failed to do so, this could diminish the experience of creators and consumers attendees, which could harm our business, results of operations and financial condition and results of operations. Further Creators rely on third- party platforms, such as Facebook and Spotify, to connect with and attract attendees and we depend on our platform of partners and developers to create applications that will integrate with our platform. Our platform interoperates with other third- party distributors, such as Facebook and Spotify. Attendees are able to access our platform and purchase tickets through these third- party services. Creators are able to publicize their events and sell tickets on these third- party sites. The interoperability of our platform with these other sites allows creators to reach more attendees and makes our platform more appealing to creators. These third- party partners have in the past, and may in the future, terminate their relationship with us, fail to maintain integrations, limit certain integration functionality, change their treatment of our services or restrict access to their platform by creators at any times- time we experience fraudulent activity. For example, in the past, Facebook removed a feature of its service that allowed creators to include multiple hosts on our a single event seamlessly across platform platforms, including fake events which negatively impacted certain music creators' use of the Facebook integration with our platform. If any such third- party services become incompatible with our platform or the use of our platform and solutions on such third- party platforms are restricted in the future, which a person sells tickets to an event but does not intend to hold an event or our business will fulfill the ticket, email spam being sent through our platform, a third- party taking over the account of a creator to receive payments owed to such creator or orders placed with fraudulent or stolen credit card data and other erroneous transmissions. Although we have measures in place to detect and reduce the occurrence of fraudulent activity on our platform, those measures are not always effective. These measures must be continually improved and may not be effective against evolving methods of fraud or in connection with new platform offerings. If we cannot adequately control the risk of fraudulent activity on our platform, it could harm harmed our business, financial condition and results of operations. The pricing and composition of our pricing packages may affect our ability to attract or retain creators. Our event creators can select from different pricing packages based on the features required, service level desired and budget. We assess the pricing and composition of our pricing packages based on prior experience, feedback from creators impact our ability to reach predict our future performance. We generate a portion of our

revenue from advertising. The loss of creator marketers, or reduction in spending by creator marketers, could result in a potential loss of consumers and attract new attendees adversely impact our business. We have limited experience and operating history offering advertising services on our platform and our advertising revenue may not grow as we expect. Our ability to generate advertising revenue is subject to various risks and will depend on future developments a number of factors, including our ability to attract and retain creators willing to advertise on our platform, the quantity and quality of ads shown to our consumers, the cost of advertising, the return on ad spend, our ability to compete effectively for advertising spend and our ability to demonstrate the value of our ads to creator marketers. Our global workforce works primarily remotely, which are highly uncertain and cannot be predicted. Further, in order to continue to support creators, we need to continue to provide a compelling platform for creators to reach and attract attendees. Several factors may impact an attendee's experience with our platform, including: • our ability to provide an easy solution for attendees to buy tickets or our register for corporate culture an and result event; • outages or delays in operational challenges our or tax platform and other services, including delays in getting into events; • compatibility with other third-party services, such as Facebook and Spotify, and our ability to connect with other applications implications through our application programming interface (API); • fraudulent or unsuccessful events that may result in a bad experience for attendees; • breaches and other security incidents that could compromise the data of attendees; and • availability of our customer service channels and our ability to get information and respond to complaints and other issues in a timely and effective manner. If attendees become dissatisfied with their experiences on our platform or at an event, they may request refunds, provide negative reviews of our platform or decide not to attend future events on our platform, all of which would harm our business, results of operations and financial condition. We rely on the experience and expertise of our senior management team, key technical employees and other highly skilled personnel and the failure to retain, motivate or integrate any of these individuals could have an and adverse effect on our business, results of operations and financial condition. Our success depends upon the continued service of our senior management team and key technical employees, as well as our ability to continue to attract and retain additional highly qualified personnel. Our future success depends on our continuing ability to identify, hire, develop, motivate, retain and integrate highly skilled personnel for all areas of our organization. Each of our employees could terminate his or her relationship with us at any time. The loss of any member of our senior management team or key personnel might significantly delay or prevent the achievement of our business objectives and could harm our business and our relationships. Competition in our industry for qualified employees is intense. In addition, our compensation arrangements, such as our equity award programs, may not always be successful in attracting new employees and retaining and motivating our existing employees. To execute on our business strategy, we must attract and retain highly qualified personnel. We have had difficulty quickly filling certain open positions in the past, and we expect to have significant future hiring needs. We recently began implementing a restructuring plan that eliminates approximately 8% of our workforce and relocates approximately 30% of remaining roles, which includes moving certain of our development roles from Argentina and the United States to Spain and India and relocating nearly all of our customer support and operations roles to locations outside the United States. These actions may hurt our employer brand and make it more difficult to hire employees in the future. We face significant competition for personnel, specifically for engineers experienced in designing and developing cloud-based platform products. The relocation of a substantial portion of our engineering and development roles to Spain and India and the large part of our customer support function to outside the United States as part of our restructuring plan may add to the complexity and costs of our business operations. Many of the companies with which we compete for experienced personnel have greater resources than we have, and we have had to offer, and believe we will need to continue to offer, increasingly competitive compensation and benefits packages. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If there is limited upside to the value of our equity awards, it may adversely affect our ability to recruit and retain key employees. Further, across many industries, labor costs have risen dramatically in recent months. We may need to increase our employee compensation levels in response to competition, labor market conditions, rising inflation or labor shortages, which would increase our operating expenses and reduce our margins. We may not be able to hire new employees quickly enough to meet our needs, including as a result of labor market shortages. New hires require training and take time before they achieve full productivity and may not become as productive as we expect. This may be more difficult given our shift to a flexible work model. If we fail to effectively manage our hiring needs or successfully integrate new hires, our efficiency and ability to meet forecasts, as well as our employee morale, productivity, and retention, could suffer, which may harm our business. Our corporate culture has contributed to our success, and if we cannot maintain this culture, we could lose the innovation, creativity and teamwork fostered by our culture, which could harm our business. We believe that our corporate culture has been an important contributor to our success, which we believe fosters innovation, teamwork and passion for creators and our transition to a global marketplace. The relocation Our global workforce works primarily remotely, which may impact our corporate culture and result in operational difficulties that could impair our ability to conduct and manage our business effectively. We recently began implementing a restructuring plan that eliminates approximately 8% of our workforce and relocates approximately 30% of remaining roles, which includes moving certain of our development roles from Argentina and the United States to Spain and India and relocating nearly all of our customer support and operations roles to locations outside the United States involves risks related. These actions are expected to negatively impact difficulties in managing and staffing international operations and differences in employee norms morale in the near term and our productivity and retention could suffer, which may harm our business. Further, we may face challenges in integrating new employees in Spain and India, where we plan to hire a significant number of employees as part of our restructuring plan, or any acquired companies into our corporate culture. Any failure to preserve our culture could also negatively affect our ability to retain and recruit personnel, maintain our performance or execute on our business strategy, which may harm our business, results of operations and financial condition. In addition, our remote- first work environment may subject us to operational challenges and risks. We face increased cybersecurity risks due to our reliance on Internet

technology and the number of our employees who are working remotely, which may create additional opportunities for threat actors to exploit vulnerabilities. Remote working may also result in other information technology, privacy and fraud risks. Allowing members of our workforce to work remotely may create intellectual property risk if employees create intellectual property on our behalf while residing in a jurisdiction with unenforced or uncertain intellectual property laws. We may also be exposed to risks associated with the locations of remote workers, including compliance with local laws and regulations or exposure to compromised Internet infrastructure. Further, if employees fail to inform us of changes in their work location, we may be exposed to additional risks without our knowledge. Our transition to a remote- first work environment also presents significant challenges to maintaining compliance with country and state requirements such as employee income tax withholding, the recording of reserves to cover withholding corrections or penalties, remittance and reporting, payroll registration and workers' compensation insurance. Any of these operational challenges or tax implications resulting from our remote- first policy may harm our business, financial condition and results of operations.

Our software is highly complex, and we have in the past, and may in the future, discover previously undetected errors, failures, bugs or other vulnerabilities. The software underlying our platform is highly complex and we have in the past, and may in the future, detect previously undetected programming errors, failures, bugs or other vulnerabilities, some of which may only be discovered after the code has been used in a production environment to deliver products and services. Any real or perceived errors, failures, bugs or other vulnerabilities discovered in our code could result in negative publicity and damage to our reputation, loss of creators and attendees consumers, loss of or delay in market acceptance of our platform, loss of competitive position, loss of revenue or liability for damages, overpayments and / or underpayments, any of which could harm the confidence of creators and attendees consumers on our platform, our business, results of operations and financial condition and results of operations. In such an event, we may be required or may choose to expend additional resources in order to help correct the problem which may divert engineering staff from building new solutions or product enhancements. Because creators use our platform for processes that are critical to their businesses, errors, failures or bugs in our code, or the underlying infrastructure, have resulted, and could in the future result, in creators seeking significant compensation from us for any losses they suffer and / or ceasing conducting business with us altogether. There can be no assurance that provisions typically included in our agreements with creators that attempt to limit our exposure to claims would be enforceable or adequate or would otherwise protect us from liabilities or damages with respect to any particular claim. Even if unsuccessful, a claim brought against us by any creators would likely be time- consuming and costly to defend and could harm our business, results of operations and financial condition and results of operations. In addition, our platform relies on third- party partners for the development tool chain, managed infrastructure and platform services. These include disciplines like security, payment processing, cloud computing, data processing and storage, as well as various processes in our software development life cycle. There can be no assurance that the provisions in our agreements with our partners that attempt to limit our exposure to events like downtime, data breaches and malicious actors would fully protect us from liabilities or damages and could result in a similar impact that we called out in our software section above. Such disruptions in our vendor supply chain would be time- consuming and costly for multiple departments, especially engineering, and result in delays in our product delivery and business strategy. Further, over the past decade, we have continued to build complex code to evolve our product offerings. We are investing resources to reduce the complexity of the code underlying our software, and as a result, some of our engineering talent has been diverted from building new solutions or product enhancements. If our efforts to reduce the complexity of our code do not result in the improvement of our platform or if the diversion of our engineering staff prevents us from developing successful new solutions and enhancements, our business, financial conditions and results of operations and financial condition could be harmed. Any significant system interruption or delays could damage our reputation, result in a potential loss of creators and adversely impact our business. Our ability to attract and retain creators depends on the reliable performance of our technology, including our websites, applications, information and related systems. System interruptions, slow- downs and a lack of integration and redundancy in our information systems and infrastructure may adversely affect our ability to operate our technology, handle sales for high- demand events, process and fulfill transactions, respond to creator and attendee consumer inquiries and generally maintain cost- efficient operations. We also rely on affiliate and third- party computer systems, broadband and other communications systems and service providers in connection with the provision of services generally, as well as to facilitate, process and fulfill transactions. Any interruptions, outages or delays in our systems and infrastructures, our businesses, our affiliates' and / or third- party systems we use, or deterioration in the performance of these systems and infrastructures, could impair our ability to provide services, fulfill orders and / or process transactions. From time to time we have experienced, and may in the future experience, occasional system interruptions caused by outages by our partners that made, or may make, some or all systems or data unavailable or prevented, or may prevent, us from efficiently providing services or fulfilling orders. For example, in August of 2022, most of our website experienced a 1.9 hour outage due to a failure of internal infrastructure running Eventbrite's primary analytics platform, and in October of 2021, most of our website experienced a 3.7 hour outage because of a database issue with our infrastructure partners. Neither of these events event had did not have a material impact on the Company our business, but such events may reduce consumer trust in our platform. On February 27, 2024, we experienced an approximate 1 hour outage of our website. We outsource our cloud infrastructure to Amazon Web Services (AWS), which hosts our platform, and therefore we are vulnerable to service interruptions at AWS, which could impact the ability of creators and attendees consumers to access our platform at any time, without interruption or degradation of performance. Our customer agreement with AWS will remain in effect until July 31, 2025. In the event that our AWS service agreements are terminated, or there is a lapse of service, interruption of Internet service provider connectivity or damage to such AWS facilities, we could experience interruptions in access to our platform as well as delays and additional expense in arranging new facilities and services. For example, we previously experienced interruptions in the performance of our platform because of a hardware error that AWS experienced. We may also incur significant costs for

using an alternative cloud infrastructure provider or taking other actions in preparation for, or in reaction to, events that damage the AWS services we use. In addition, fire, flood, power loss, telecommunications failure, hurricanes, tornadoes, earthquakes, acts of war or terrorism, natural disasters and similar events or disruptions may damage or interrupt computer, broadband or other communications systems and infrastructures at any time. Climate change is expected to continue to cause adverse weather conditions, increased weather variability and natural disasters to become more frequent and less predictable. Any of these events could cause system interruptions, outages, delays and loss of critical data, and could prevent us from providing services, fulfilling orders and / or processing transactions. ~~Our headquarters are located in the San Francisco Bay Area, an area subject to earthquakes and other seismic activity.~~ While we have backup systems for certain aspects of our operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, we may not have adequate insurance coverage to compensate for losses from a major interruption. In some instances, we may not be able to identify the cause or causes of these performance problems within a period of time acceptable to creators. It may become increasingly difficult to maintain and improve our platform performance, especially during peak usage times, as the features of our platform become more complex and the usage of our platform increases. Any of the above circumstances or events may harm our reputation, cause creators to stop using our platform, impair our ability to increase revenue, impair our ability to grow our business, subject us to financial penalties and liabilities under our service level agreements and otherwise harm our business, ~~results of operations and financial condition~~ **and results of operations**. Our platform and solutions are accessed by a large number of creators and ~~attendees~~ **consumers** often at the same time. As we continue to expand the volume of creators and ~~attendees~~ **consumers** using the platform and the solutions available to those creators and ~~attendees~~ **consumers**, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. Furthermore, capacity constraints could be due to a number of potential causes including technical failures, natural disasters, fraud or security attacks. In addition, the failure of AWS cloud infrastructure or other third- party Internet service providers to meet our capacity requirements could result in interruptions or delays in access to our platform or impede our ability to scale our operations. The occurrence of any of these events could harm our business, ~~results of operations and financial condition~~ **and results of operations**. **If we do not continue to maintain and improve our platform or develop successful new solutions and enhancements or improve existing ones, our business will suffer. Our ability to attract and retain creators and consumers depends in large part on our ability to provide a user- friendly, safe and effective platform, develop, improve and maintain our platform and introduce compelling new solutions and enhancements. Our industry is characterized by rapidly changing technology, new service and product introductions and changing demands of creators and consumers. We spend substantial time and resources understanding creators' needs and responding to them and on driving consumer demand on our platform. Our corporate strategy is focused on providing consumers with a breadth of relevant, local live event options and to enable creators to host successful events that draw upon access to Eventbrite' s consumers worldwide. Building new solutions is costly and complex, and the timetable for commercial release is difficult to predict and may vary from our historical experience. In addition, after development, creators or consumers may not be satisfied with our new solutions or enhancements and may perceive that the new solutions or enhancements do not adequately meet their needs. The success of any new solution or enhancement to our platform depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with our platform, creator and consumer awareness, efficacy and overall market acceptance and adoption. If we do not continue to maintain and improve our platform or develop successful new solutions and enhancements or improve existing ones, our business, financial condition and results of operations could be harmed. Some creators rely on our third- party distribution partners, such as Meta and Bandsintown, to connect with and attract consumers and we depend on this network of distribution partners to reach consumers. Our platform enables the sale and distribution of event tickets through select third- party platforms, such as Meta and Bandsintown. Creators are able to publicize their events and sell tickets through these third- party platforms, and these distribution partnerships enable consumers to discover Eventbrite events on other platforms where they spend time. This dynamic enables creators to reach more consumers and makes our platform more appealing to creators looking to grow their audiences. These third- party distribution partners have in the past, and may in the future, terminate their relationship with us, fail to maintain integrations, limit certain integration functionality, change their treatment of our services, restrict access to their platform by creators or consumers, or change their algorithms or consumer experience at any time, thereby impacting the business performance of Eventbrite and its creators. For example, in late 2023, Meta discontinued its Facebook native ticketing product. This means that consumers are no longer able to buy tickets to Eventbrite events directly on Facebook, rather they can continue buying Eventbrite tickets through a clickout experience. If any such third- party services become incompatible with our platform or the use of our platform and solutions on such third- party platforms are restricted in the future, our business may be harmed. In addition, to the extent that Google, or other leading large technology companies that have a significant presence in our key markets disintermediate ticketing or event management providers, whether by offering their own comprehensive event- focused or shopping capabilities, or by referring leads to suppliers, other favored partners or themselves directly, there could be harm to our business, financial condition and results of operations. We rely on Internet search engines to drive traffic to our platform. Changes in Internet search engine algorithms and dynamics, our search engine visibility and rankings, search engine disintermediation, changes in marketplace rules or changes in privacy and consumer data access could have a negative impact on traffic on our platform or functionality of our product and ultimately, our business, financial condition and results of operations. We rely heavily on Internet search engines, such as Google, to generate traffic to our websites, principally through free or organic searches. The ranking and display of our search results can be affected by a number of factors, many of which are not in our control. Search engines frequently change the algorithms that determine the ranking and display of results of a user' s search,**

such that the purchased or algorithmic placement of links to our websites can be negatively affected. In addition, a search engine could, for competitive or other purposes, alter its search algorithms or results causing our websites to place lower in organic search query results. If a major search engine changes its algorithms in a manner that negatively affects the search engine ranking of our websites or those of our partners and we are unable to quickly and efficiently adapt to the algorithm changes, our business, financial condition and results of operations would be harmed. Furthermore, our failure to successfully manage SEO could result in a substantial decrease in traffic to our websites, as well as increased costs if we were to replace free traffic with paid traffic, which may harm our business, financial condition and results of operations. Our competitors' SEO efforts may be more successful than ours, which may result in their platforms receiving a higher search result ranking than ours. In the event any of the Internet search engines launches its own event-focused product, the prominence of our platform in organic search results for event-related terms may be reduced, and our SEO results and ticket sales may be adversely affected. We also rely on application marketplaces, such as Apple's App Store and Google's Play, to drive downloads of our applications. From time to time Apple, Google or other marketplaces make changes that make access to our products more difficult. Our applications may receive unfavorable treatment compared to the promotion and placement of competing applications, such as the order in which they appear within marketplaces. Similarly, if problems arise in our relationships with providers of application marketplaces, traffic to our site and our user growth could be harmed. In addition, changes to third-parties' privacy and consumer data access policies have in the past, and may in the future, negatively impact the functionality of our product. For example, Apple and other marketplaces have in the past and may continue to implement new privacy and security features, which may negatively impact the effectiveness of our consumer data and platform. Such third-party changes may render our products less effective, obsolete or require us to divert engineering resources to retool our products rather than releasing new functionality. This may ultimately harm our business, financial condition and results of operations. Actual or perceived failures to comply with applicable laws, regulations, standards and other requirements regarding data privacy, security and the processing, storage, use and disclosure of personal data could give rise to liabilities as a adversely affect our business, financial condition and result results of operations governmental regulation, conflicting legal requirements or differing applications of privacy regulations. We receive, transmit and, store and process a large volume of personal data about actual and prospective creators, consumers, employees and other user individuals. As we shift our strategy to creating an indispensable two-sided marketplace for live events that focuses on driving consumer demand and acquiring highly popular events, we expect to receive, transmit, store and process more and new types of personal data. Numerous federal, state and international laws, rules, regulations, standards and other requirements address privacy, data protection and the collection, storing, sharing, use, disclosure and, protection and other processing of personal data. These requirements, and other- their application, interpretation user data. The legal and amendment compliancee landscape in this area- are is continually evolving and compliance requirements continue to expand. In the United States, numerous states already have adopted new or modified, and are looking to expand, data protection legislation requiring privacy and security laws that apply to companies like ours to consider solutions to meet differing needs and expectations of creators and attendees. For example, California enacted the California Consumer Privacy Act (CCPA), which took effect on January 1, 2020, and was recently amended by the California Privacy Rights Act (CPRA), which went into effect on January 1, 2023. The CCPA establishes a privacy framework for covered businesses such as ours and has required, and will likely continue to require, us to modify our data processing practices and policies and incur compliance related costs and expenses. The Among other things, the CCPA provides certain data privacy rights to California residents, such as affording consumers the right to opt out of the certain sale sales or transfers of personal information and prohibits covered businesses from discriminating against consumers (including e. g., charging more for services cross- context behavioral advertising) for exercising any of their CCPA rights and requires specific disclosures to California residents about data collection, use and disclosure practices. The CCPA provides for potentially severe statutory penalties, and a private right of action for certain data breaches resulting from a failure to implement reasonable security procedures and practices. The CPRA significantly amends the CCPA and imposes additional data protection obligations on covered companies doing business in California, including additional consumer rights such as opt outs for cross- context behavioral advertising and the right to limit the use and disclosure of sensitive data in certain contexts. It also creates created a new California data protection agency specifically tasked to enforce the law, which will likely result in increased regulatory scrutiny of California businesses in the areas of data protection and security. Moreover, The enactment of the CCPA has prompted a wave of similar legislative developments in the other states in the United States, which creates a patchwork of overlapping but different state of Nevada enacted a law laws that which make compliance challenging. For example, since the CCPA went into effect force on October 1, 2019 and was amended and expanded in 2021 that requires companies to honor consumers' requests to no longer sell their data. Violators may be subject to injunctions and civil penalties. Further, similar laws have passed governing the processing of personal information, including for marketing purposes, took effect in Virginia, Colorado, Connecticut, and Utah, and have been passed or proposed in other states and at the federal level, reflecting a trend toward more stringent privacy legislation in the United States. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging. Additionally, the Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act, and regulations promulgated thereunder (collectively, "HIPAA") governs the use, disclosure, and security of protected health information by HIPAA "covered entities" and their "business associates," and subjects those "covered entities" and their "business associates" to certain privacy, security and breath notification regulations. The U. S. Department of Health and Human Services (HHS) (through the Office for Civil Rights) has direct enforcement authority over covered entities and business associates with regard to compliance with HIPAA regulations. In 2021 and 2022, certain local health departments and other health care providers started using Eventbrite to schedule COVID-19 vaccine appointments. It is possible that some of these

departments or providers are HIPAA covered entities, and they or their business associates are using Eventbrite services in ways that involve PHI subject to HIPAA. As a result, Eventbrite may meet the definition of a business associate under HIPAA. HIPAA establishes privacy and security standards that limit the use and disclosure of PHI, and requires the implementation of administrative, physical and technological safeguards to protect the privacy of PHI and ensure the confidentiality, integrity and availability of electronic PHI. HIPAA also imposes certain notification requirements in the event of a breach of unsecured PHI. On January 19, 2021, the Office for Civil Rights (OCR) for HHS, which is the HHS's enforcement authority, announced that it will exercise its enforcement discretion (Notification of Enforcement Discretion), retroactive to December 11, 2020, and will not impose penalties for violations of HIPAA on covered health care providers or their business associates in connection with the good faith use of online or web-based scheduling applications for the scheduling of individual appointments for COVID-19 vaccinations during the COVID-19 nationwide public health emergency, regardless of whether the vendor has actual or constructive knowledge that it meets the definition of a business associate under HIPAA. On January 30, 2023, the Biden Administration announced its intent to end the COVID-19 public health emergency on May 11, 2023, at which time the Notification of Enforcement Discretion will also likely terminate. As such, upon the termination of the Notification of Enforcement Discretion, or if Eventbrite's activities were to fall outside the scope of the Notification of Enforcement Discretion, or OCR were to interpret or apply the Notification of Enforcement Discretion in a manner inconsistent with our existing data management practices or product features, violations of the HIPAA provisions could result in civil and/or criminal penalties, including significant fines and up to 10 years in prison. Failure to comply with these regulations may result in, among other things, civil, criminal and contractual liability, fines, regulatory sanctions and damage to the Company's reputation. Furthermore, the Federal Trade Commission (the FTC) and many state regulators Attorneys General continue to enforce a variety of data privacy federal and state consumer protection laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. **issues, such as promises made in privacy policies** For or failures example, according to the FTC, failing to take appropriate steps to keep consumers' personal information secure can constitute, as unfair or deceptive acts or practices in or affecting commerce in violation of Section 5 (a) of the Federal Trade Commission Act or similar state laws. The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Outside the United States, personal data and other user data is increasingly subject to legislation and regulations regulation in numerous jurisdictions in around the world, the intent of which we operate is to protect the privacy of information that is collected, processed and transmitted in or from the governing jurisdiction. Foreign data protection, privacy, information security, user protection and other the requirements can be laws and regulations are often more restrictive and rigorous than those in the United States. In particular, we the European Union and the European Economic Area (EEA) and their member states traditionally have taken broad views as to types of data that are subject to privacy and data protection laws and regulations and have imposed greater legal obligations on companies in Europe including this regard. In the EEA, we are subject to the General Data Protection Regulation 2016 / 679 (GDPR) and the United Kingdom General Data Protection Regulation and Data Protection Act of 2018 (UK GDPR, and collectively referred to as GDPR), which impose stringent applies to any company established in the EEA as well as to those outside the EEA if they collect and use personal data in connection with the offering of goods or services to individuals in the EEA or the monitoring of their behavior. The GDPR enhances data protection obligations for processors and controllers of personal data with the risk of enforcement action, civil claims (including class actions), significant penalties for example, expanded disclosures about how personal information is to be used, limitations on retention of information, mandatory data breach notification requirements and onerous new obligations on services providers. Further, following the withdrawal of the United Kingdom from the European Union and the expiry of the transition period, from January 1, 2021, we are required to comply with the GDPR as implemented in the United Kingdom, which together with the amended United Kingdom Data Protection Act 2018 (together, the UK GDPR), retains in large part the GDPR in United Kingdom national law. The UK GDPR mirrors the fines under the GDPR, e. g. we could be fined up to the greater of € 20 million / £ 17. 5 million or 4 % of global turnover) or requirements for us under each regime. The relationship between the United Kingdom and the European Union in relation to certain aspects of cease or change how we process personal data protection law remains unclear, and conduct it is unclear how United Kingdom data protection laws and regulations will develop in the medium to longer term following the UK government's recent consultation on proposals for wide-ranging reform to the UK GDPR, and how data transfers to and from the United Kingdom will be regulated in the long term after expiry of the EU-UK adequacy decision in June 2025. These changes may lead to additional compliance costs and could increase our business overall risk exposure. In addition, we some countries are considering subject to other laws, regulations and requirements regarding the protection, security or processing of personal have passed legislation implementing data protection, including the cross-border transfer of personal data or requirements or for requiring local storage and processing of data or similar, including in Australia, Brazil and India. Other changes in laws, regulations and other requirements that could increase the cost and complexity of delivering our services. For example, on September 18, 2020, Brazil enacted a data protection law that imposes strict obligations related to data processing that are similar to those in the GDPR. The penalties for non-compliance with this law became applicable on August 1, 2021 and allow for, among other corrective measures, fines of up to R \$ 50 million per violation. The GDPR and other changes in laws or regulations associated with the enhanced protection of certain types of personal data, such as consumer healthcare health data or other sensitive information, could greatly increase our the cost and complexity of providing our products and services, require significant changes to our operations or even prevent us from offering certain services in jurisdictions in which we operate. The GDPR regulates cross-border Recent legal developments in Europe have created complexity and uncertainty regarding transfers of personal data out of the European Economic Area (EEA) and the UK. Case law from the EEA and the United Kingdom to the United States. For example, on July 16, 2020, the Court of Justice

of the European Union (CJEU) invalidated the EU-US Privacy Shield Framework (Privacy Shield) under which personal data could be transferred from the EEA to United States **states that reliance on** entities which had self-certified under the Privacy Shield scheme. While the CJEU upheld the adequacy of an alternative mechanism, the standard contractual clauses (a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism), **it made clear that reliance on them** alone may not necessarily be sufficient in all circumstances **and that transfers**. Use of the standard contractual clauses **must now** be assessed on a case-by-case basis taking into account the legal regime applicable in the destination country. **We**, in particular applicable surveillance laws and laws governing rights of individuals and additional measures and / or contractual provisions may need to be put in place; the nature of these additional measures, however, is currently **rely on** uncertain. Additionally, the **EU** European Commission has published revised standard contractual clauses for data transfers from the EEA; the revised clauses must be used for relevant new data transfers from September 27, 2021; existing **UK Addendum to the EU** standard contractual clauses **and** arrangements must be migrated to the revised clauses by December 27 **UK International Data Transfer Agreement**, **as relevant**, 2022. The revised standard contractual clauses apply only to the transfer of personal data outside of the EEA and not the United Kingdom; the UK's Information Commissioner's Office issued its own standard form of contract for **with respect to both intragroup and third party transfers. However, we expect the existing legal complexity and uncertainty regarding international personal data transfers to continue. In particular, we expect international** The new UK clauses must be used for new data transfers from September 21, 2022; existing data transfers must be migrated to the new UK clauses by March 21, 2024. These recent developments will require us to review and amend the legal mechanisms by which we transfer and / or receive personal data to / from the United States **and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators**. As **regulatory** supervisory authorities issue further guidance **and** on personal data export mechanisms, including circumstances where the standard contractual clauses cannot be used, or start taking enforcement action **landscape develops**, we could suffer additional costs, complaints and / or regulatory investigations or fines, or 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, the geographical location or segregation of our relevant systems and operations, and could adversely affect our **business, financial condition and results of operations. We and our third-party providers are also subject to evolving laws** In addition, the EU Commission has proposed a new ePrivacy Regulation that would address various matters, including **in Europe, relating to provisions specifically aimed at the use of cookies to identify, tracking technologies and e-marketing individual's online behavior, and any such ePrivacy Regulation may provide for new compliance obligations and significant penalties**. While the text of the ePrivacy Regulation is still under development, recent **Recent European court litigation**, decisions and regulators' recent guidance **are** driving increased attention to cookies **and**, tracking technologies. For example, in December 2022, the CNIL fined Microsoft EUR 60 million for cookie consent violations. Further, in December 2022, the Irish data protection authority fined Meta EUR 210 million and **online Instagram EUR 180 million for unlawful behavioral advertising activities**. **In addition, there has been a noticeable increase in class actions in the United States where plaintiffs have utilized a variety of laws, including state wiretapping laws, in relation to the use of cookies and the other tracking technologies failure to have a legitimate legal basis for processing and failure to provide sufficient transparency in processing**. Any of these changes to European data protection law **laws relating to cookies, tracking technologies and e-marketing or its the interpretation of relevant laws**, including if the trend of increased enforcement by **European** regulators of the strict approach **to consent for the placement of non-essential cookies and tracking technologies** in recent guidance and decisions continues, could disrupt and harm our business. The interpretation and application of many privacy **and**, data protection, **consumer protection and e-marketing** laws are, and will likely remain, uncertain, and it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our existing data management practices or product features. **If so, in addition Any failure or perceived failure by us and / or various third-party service providers and partners with which we do business to comply with or take steps to address such laws and the other possibility requirements relating to privacy, data security or the processing of personal data, or any cybersecurity incident, could damage our reputation, lead to an erosion of trust, result in a loss of creators or consumers, inhibit sales, discourage potential creators and consumers from trying our platform, result in fines, lawsuits (including class actions) and other claims and penalties, or we could be required- require us to fundamentally change our business activities and practices or modify our products, any of which could harm our business, financial condition and results of operations. In addition, given the breadth and depth of changes in data protection obligations, ongoing compliance with evolving interpretations of applicable U. S. state data protection and privacy laws, the GDPR and other laws and requirements requires time and resources and a review of the technology and systems currently in use against such requirements**. In addition to government regulation, privacy advocacy and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us. **Any inability to adequately address privacy, data protection and data security concerns or comply-complying with such applicable privacy, data protection or data security laws, regulations-regulatory standards, policies and other obligations could result in additional cost-costs and liability to us, damage our reputation, inhibit sales and harm our business**. Our acquisition strategy to date, and going forward, often results in the winding down of the acquired platforms over a lengthy period of time while the existing creators migrate to our platform. The focus often shifts away from these legacy platforms to meeting the needs of migrated creators on our platform. The existence of these legacy platforms within a shifting landscape regarding privacy, data protection and data security may result in regulatory liability or exposure to fines. A **cybersecurity significant data** incident on a legacy platform may harm our reputation and our brand and may adversely affect **our business, including** the migration of existing creators to our platform. See the risk factor **above-below** titled "If we or our third-party providers fail to protect information, including personal Data data or sensitive information about creators, consumers or employees and / or IT systems and operations against software or hardware vulnerabilities, service interruptions, data loss, ransomware, attacks or other

security, cybersecurity breaches, incidents, we could harm our experience a loss of creators or consumers, exposure to liability, or an adverse impact on our reputation, brand, business, financial condition or reputation, brand and results of operations” for information regarding the Ticketfly cyber incident. We may also become exposed to potential liabilities and our attention and resources may be diverted as a result of differing privacy regulations pertaining to our applications. **If we or** Any failure (s) by us and / or our various third- party service providers fail and partners with which we do business, to comply with applicable privacy policies or federal, state or similar international laws and regulations or any other obligations relating to privacy, data protection --- **protect** or information security, including or any compromise of security that results in the unauthorized release of personal data or **sensitive information about creators, consumers or employees and / or IT systems and operations against software or hardware vulnerabilities, service interruptions, data loss, ransomware, attacks or other user data cybersecurity incidents**, we or the perception that any such failure or compromise has occurred, could **experience** damage our reputation, result in a loss of creators or attendees **consumers**, **exposure to liability**, discourage potential creators and attendees from trying our **or** platform and / or result in fines and / or proceedings by governmental agencies and / or users, any of which could have an adverse effect **impact** on our **reputation, brand,** business, results of operations and financial condition **or results of operations**. As In addition, given the breadth and **an online platform** depth of changes in data protection obligations, **we rely on computer systems** ongoing compliance with evolving interpretations of the GDPR, **hardware** UK GDPR, **software** U. S. state data protection and privacy laws, and other regulatory requirements requires time and resources and a review of the technology **infrastructure** and **online sites** systems currently in use against the requirements of GDPR, UK GDPR, U. S. state data protection and **networks** privacy laws, and other regulations. Changes in Internet search engine algorithms and dynamics, our search engine visibility and rankings, search engine disintermediation, changes in marketplace rules or changes in privacy and consumer data access could have a negative impact on traffic for **both internal** our sites or functionality of our product and ultimately, **external operations that are critical to** our business and results of operations. **Despite the implementation of security measures** We rely heavily on Internet search engines, **we and** such as Google, to generate traffic to our websites, principally through free or **our third- party providers are vulnerable** organic searches. Search engines frequently update and change the logic that determines the placement and display of results of a user’s search, such that the purchased or algorithmic placement of links to our websites can be negatively affected. In addition, a search engine could, for competitive or other purposes, alter its search algorithms or results causing our websites to place lower **power outages** in organic search query results. If a major search engine changes its algorithms in a manner that negatively affects the search engine ranking of our websites or those of our partners, **telecommunications** our business, results of operations and financial condition would be harmed. Furthermore, our failure **failures , interruptions** to successfully manage our **or shutdowns of** search engine optimization could result in a substantial decrease in traffic to our websites **platform and catastrophic events**, as well as **cybersecurity risks that threaten the confidentiality** increased costs if we were to replace free traffic with paid traffic, **integrity** which may harm our business, results of operations and financial condition. We also rely on application marketplaces **availability of our and third party providers’ information systems and confidential information (including information about our creators , consumers, employees and others, intellectual property and proprietary information** such as Apple trade secrets), including through computer viruses, break- ins, intentional or accidental actions or inaction by employees or others with authorized access to our or our providers’ **networks** s-App Store and Google’s Play, **social engineering / phishing attacks** to drive downloads of our applications. Such marketplaces have in the past made, **denial** and may in the future make, changes to their marketplaces that make access to our products more difficult. For example, our applications may receive unfavorable treatment compared to the promotion and placement of competing applications, such as the order in which they appear within marketplaces. Further, Apple introduced commission fees as part of its App Store rules that would have required us to start paying fees on in- app purchases of tickets to online events. To avoid paying high commission fees, we removed paid online events from our mobile product, which may harm our business, results of operations and financial condition. Similarly, if problems arise in our relationships with providers of application marketplaces, traffic to our site and our user growth could be harmed. In addition, changes to third- parties’ privacy **service attacks, malicious or destructive code, malware, ransomware attacks,** and consumer **other cyber attacks,** data **breaches** access policies have in the past, and **cybersecurity incidents** may in the future, negatively impact the functionality of our product. **Cyber attacks** For example, in late 2021, Apple and **security incidents** (Facebook made a series of policy changes that significantly impacted the ability of advertisers, including creators using Boost, to target ads. In response to these changes, we launched a new dynamic events product in November 2021, although --- **through** there can be no assurances that this product will effectively address these third- party policy changes or the extent to which it will do so. Such third parties’ changes may render our products less effective, obsolete or require us to divert engineering resources to retool our products rather than releasing new functionality. This may ultimately harm our business, results of operations and financial condition. Data loss or security breaches could harm our business, reputation, brand and results of operations. Security breaches, computer malware and computer hacking attacks) have become more prevalent across industries and may occur on our systems or those of our third- party service providers or partners. Despite the implementation of security measures, our internal computer systems and those of our third- party service providers and partners are vulnerable to damage from computer viruses, hacking and other means of unauthorized access, denial of service and other attacks, natural disasters, terrorism, war and telecommunication and electrical failures. Attacks upon information technology systems are increasing in their frequency, levels of persistence, **intensity and sophistication**, and **intensity** **threat actors are using rapidly changing techniques and tools – including artificial intelligence – that circumvent security controls, evade detection and remove forensic evidence**, and are being conducted by **diverse threat actors, including** sophisticated and organized groups, **state- sponsored organizations** and individuals with a wide range of motives and expertise. **A successful cyber attack or cybersecurity incident could occur and persist for an extended period of time before being detected. As we continue to grow our business, expand to new geographical**

locations, and gain greater public visibility, we may continue to face a higher risk of being targeted by cyber attacks. As a result of our (and some of our providers') transition to a primarily remote workforce, we may face increased cybersecurity risks due to our reliance on internet technology and the number of our employees who are working remotely, which may create additional opportunities for cybercriminals threat actors to exploit vulnerabilities. Moreover, we have acquired and may continue to acquire companies with cybersecurity vulnerabilities and / or unsophisticated security measures, which exposes us to significant cybersecurity, operational and financial risks. In addition to unauthorized access to or acquisition of confidential information (including personal data, confidential information, intellectual property or other sensitive information), such attacks against us or our third party providers could include the deployment of harmful malicious or destructive code, malware and/or ransomware, and may use a variety of methods, including denial-of-service attacks, social engineering / phishing and other means, to attain such unauthorized access or acquisition or otherwise affect service reliability and threaten the availability, integrity and confidentiality, integrity and availability of our information systems and information stored thereon. For example, we have experienced in the past, and could experience in the future, credential stuffing attacks in which malicious third parties used or attempted to use credentials compromised in data breaches suffered by other companies to access accounts on our platform. These credential stuffing attacks have in the past, and may in the future, result in the unauthorized takeover of a customer's account and the illegal abuse of account privileges to misdirect funds to bank accounts owned or controlled by such criminal actors, which may subject us to liability for illegal transactions. It is possible that incidents of account takeover fraud could increase in the future. The misuse of our products or services for illegal or improper purposes could subject us to claims, individual and class action lawsuits, and government and regulatory investigations, prosecutions, enforcement actions, inquiries, or requests that could result in liability and reputational harm for us. While we employ security measures intended to prevent, detect, and mitigate potential for harm to our users from the theft of or misuse of user credentials on our network, these security measures may not be effective in every instance and may require significant costs. Furthermore, the prevalent use of mobile devices increases the risk of data security cybersecurity incidents. In addition, misplaced Misplaced, stolen or compromised mobile devices used at events for ticket scanning, or otherwise, could lead to unauthorized access to the device and data stored on or accessible through such device. We have in the past experienced breaches of our security measures, and our platform and systems are at risk for future breaches and incidents as a result of third-party action or employee, service provider, partner or contractor error or malfeasance. For example, in June 2018, we publicly announced that a criminal was able to penetrate the Ticketfly website and access certain consumer data, including names, email addresses, shipping addresses, billing addresses and phone numbers. We incurred costs related to responding to and remediating this incident and suffered a loss of revenue for the period during which the Ticketfly platform was disabled. This cyber incident delayed the completion of the integration of Ticketfly, which resulted in extended customer migration time and slower realization of synergies. We may be subject to litigation and experience reputational harm, and have been subject to claims and suffered customer loss, related to cybersecurity incidents. In the future, our financial performance may be impacted further if we face additional costs and expenses from customer compensation and retention incentives, creator loss, regulatory inquiries, litigation and further remediation and upgrades to our security infrastructure. Although we have insurance coverage, our policy may not cover all financial expenses related to cybersecurity incidents, and there is no guarantee that applicable insurance will be available to us in the future on economically reasonable terms or at all. In addition, our platform involves the storage and transmission of personal information of users of our platform creators and consumers in our facilities and on our equipment, networks and internal or third-party equipment, computer systems, hardware, software, technology infrastructure and online sites and networks. Cybersecurity incidents Security breaches could expose us to litigation, remediation costs, increased costs for security measures, loss of revenue, damage to our reputation and potential liability. Information User data and corporate information systems and security measures may be breached or adversely impacted due to the actions of outside parties, employee error or misconduct, malfeasance, a combination of these or otherwise, and, as a result, an unauthorized party may obtain access to our data information systems and confidential information, including information relating to or our data of creators and attendees consumers. Additionally, outside parties may attempt to fraudulently induce employees, creators or attendees consumers to disclose sensitive information in order to gain access to creator or attendee consumer data. We must continuously examine and modify our security controls and business policies to address the use of new devices and technologies, and the increasing focus by users consumers and regulators on controlling and protecting user personal data. We may need to expend significant resources to protect against and remedy any potential security cybersecurity breaches incidents and their consequences, including making notifications to governmental authorities and affected individuals. Any For example, laws in the EU and UK and all 50 U. S. states may require businesses to provide notice to individuals whose personal information has been disclosed as a result of a data security breach. Any cybersecurity incident or adverse impact to the availability, integrity or confidentiality of our platform or information systems, the systems or networks of our third-party service providers or partners, or any unauthorized access to information we or our providers and partners process or maintain, could harm our business, results of operations and financial condition and results of operations. The techniques used to obtain unauthorized access As any investigation of a cybersecurity incident is inherently unpredictable, disable or degrade service the extent of a particular cybersecurity incident and the path of investigating, remediating or recovering from the incident sabotage systems change frequently or may not be designed immediately clear. It may take a significant amount of time and resources before an investigation can be completed and full and reliable information about the incident is known. While an investigation is ongoing, we may not necessarily know the extent of the harm or how best to remediate or recover from the incident, certain vulnerabilities could remain dormant until and errors or actions could be repeated or compounded before they are discovered and remediated, and communication to the public, regulators, creators, consumers and other stakeholders may be delayed, inaccurate or incomplete, any or all of which could further increase the costs and consequences of a predetermined or cybersecurity

incident. Additionally, applicable rules requirements regarding how to respond, required notices to users, and reporting obligations to creators, consumers, regulators and other others vary by jurisdiction. While we have future event and often are not recognized until launched against a cybersecurity risk management program target. As a result, we and our third-party service providers and partners may be unable to anticipate these techniques or implement adequate preventative measures. While we have implemented security measures policies and controls intended to protect our information technology systems and infrastructure and confidential information, there can be no assurance that such measures or our third-party service providers' and partners' security measures will successfully anticipate new or existing techniques used by threat actors, protect our systems and information, prevent service interruptions, software or further hardware vulnerabilities or other security incidents. Further, if our employees or employees of our third-party service providers fail to comply with our internal security policies and practices, or fully implement our cybersecurity risk management program, our information systems and creator, consumer, employee and other confidential information stored thereon may be improperly accessed, used or disclosed. Although it is difficult to determine what harm may directly result from any specific interruption or breach incident, any actual or perceived failure to maintain performance, reliability, security and availability of our network infrastructure, or of any third-party networks or systems used or supplied by our third-party service providers or partners, to the satisfaction of creators and attendees-consumers may harm our reputation and our ability to retain existing creators and attendees-consumers and attract new creators and attendees-consumers. Examples of situations which have in the past and may in the future lead to unauthorized access to or an adverse impact on the availability, integrity or confidentiality of data may our information systems or information include, but are not limited to the following: • employees inadvertently sending financial information of one creator, attendee-consumer or employee to another creator, attendee-consumer or employee; • employee malfeasance; • creators' failure to properly password protect their leased ticket scanning and site operations devices leaving the data available to anyone using the device; • a device stolen from an event and data access, alteration or acquisition occurring prior to our remote wiping of the data; • an employee losing their computer or mobile device or otherwise, allowing for access to our email and / or administrative access, including access to guest lists to events; • external breaches leading to the circulation of "dark web" lists of user name and password combinations openly vulnerable to attack without immediate detection; • a hack of one of our databases; • account takeovers; • a hack of a third-party service provider's or partner's database; and • unauthorized access to our offices or other properties. If an actual or perceived breach of our security or other cybersecurity incident occurs, the market perception of the effectiveness of our security cybersecurity risk management program and measures could be harmed, we could lose existing or future creators and consumers, attendees or we could face lawsuits (including class actions), regulatory investigations or enforcement actions, other legal or regulatory proceedings and we could, damage to our reputation, suffer financial exposure due to such events or in connection with regulatory fines and penalties, incident response, remediation or system restoration efforts, investigation costs, changes or augmentation of our security measures and, the expense of taking additional system-protection measures and future compliance costs. Our Any or all of the foregoing could materially adversely affect our business may be subject to significant chargebacks and other losses for various reasons. financial condition including due to fraud or unsuccessful, postponed or cancelled events. These chargebacks and other losses may harm our results of operations. We are incorporating generative artificial intelligence, or AI, into some of our products. This technology is new and business developing and may present operational and reputational risks. We have incorporated a number of third-party generative AI features into our products. This technology, which is a new and emerging technology that is in its early stages of commercial use, presents a number of risks inherent in its use. AI algorithms are based on machine learning and predictive analytics, which can create accuracy issues, unintended biases and discriminatory outcomes. There is a risk that third-party generative AI algorithms used in our products could produce inaccurate or misleading content or other discriminatory or unexpected results or behaviors (e.g., AI hallucinatory behavior that can generate irrelevant, nonsensical or factually incorrect results) that could harm our reputation, business, creators or consumers. Even though we have implemented measures, such as in-product disclosures, which inform creators when content is created for them by generative AI, our creators, consumers or others may rely on or use flawed content or information to their detriment, which may expose us to brand or reputational harm, competitive harm, consumer complaints, legal liability and other adverse consequences. In addition, the use of AI involves significant technical complexity and requires specialized expertise. Any disruption or failure in AI systems or infrastructure that we use could result in delays or errors in our operations, which could harm our business and financial results. Existing laws and regulations may apply to us or our vendors in new ways as a result of our use of AI technologies and new laws and regulations may be instituted, the effects of which are difficult to predict. Current and future government regulation specifically related to AI may also increase the burden and cost of research and development in this area and future laws and regulations may require us to revise our offerings powered by AI technologies. The intellectual property ownership and license rights, including copyright, surrounding AI technologies has not been fully addressed by courts or laws or regulations, and the use or adoption of AI technologies into our offerings may result in exposure to claims of copyright infringement or other intellectual property misappropriation. We rely on the experienced- experience and expertise of our senior management team, key technical employees and other highly skilled personnel and the failure to retain, motivate or integrate any of these individuals could have and- an adverse effect on our business, financial condition and results of operations. Our success depends upon the continued service of our senior management team and key technical employees, as will well as our ability to continue to experience, chargebacks related to postponed attract and retain additional highly qualified personnel. Our future success depends on or our cancelled events- continuing ability to identify, hire, develop, motivate, retain and integrate highly skilled personnel claims from attendees that creators have not performed their obligations or for all areas of our organization that events did not match their descriptions. These claims Each of our employees could terminate his arise

from creator fraud or misuse, her relationship with us at an any unintentional failure time. The loss of the any member of our senior management team or key personnel might significantly delay or even prevent the achievement of, which includes reschedules, indefinite postponements and cancellations, or our business objectives from fraudulent claims by an attendee could harm our business and our relationships. Historically, Competition in our industry for qualified creators who applied employees is intense. To execute on our business strategy, we must attract and retain highly qualified personnel. We have had difficulty quickly filling certain open positions in the past, and we expect to have significant future hiring needs. We face significant competition for payments personnel, specifically for engineers experienced in advance designing and developing cloud-based platform products. Many of the companies with which we compete for experienced personnel have greater resources than we have, and we have had to offer, and believe we will need to continue to offer, increasingly competitive compensation and benefits packages. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If events to fund event-related costs, we passed proceeds from ticket sales to the there creators prior is limited upside to the value of our equity awards events as we received the ticket sales proceeds, subject it may adversely affect our ability to recruit and certain- retain limitations key employees. Further, we may need to increase our employee compensation levels in response to competition, labor market conditions, rising inflation or labor shortages, which would increase our operating expenses and reduce our margins. We refer to these payments as advance payouts..... under such circumstances. However, we may not be able to recover hire new employees quickly enough to meet our losses needs, including as a result of labor market shortages. New hires require training and take time before they achieve full productivity and may not become as productive as we expect. This may be more difficult given our shift to a flexible work from these events home model. Such unrecoverable amounts- If we fail to effectively manage our hiring needs or successfully integrate new hires, our efficiency and third-party fees-ability to meet forecasts, as well as our employee morale, productivity and retention, could suffer equal up to the value of the transaction or transactions settled to the creator prior to the event that has been postponed or cancelled or is otherwise disputed. This amount could be many multiples of the fees we collected from such transactions. We make advanced payouts to paid creators who qualify and accept the Company's standard or negotiated terms and conditions. As of December 31, 2022, advance payouts outstanding was approximately \$ 193.1 million. Further, we have experienced fraudulent activity on our platform in the past, including fake events in which a person sells tickets to an event but does not intend to hold an event or fulfill the ticket, email spam being sent through our platform, a third-party taking over the account of a creator to receive payments owed to such creator or orders placed with fraudulent or stolen credit card data and other erroneous transmissions. Although we have measures in place to detect and reduce the occurrence of fraudulent activity on our platform, those measures are not always effective. These measures must be continually improved and may not be effective against evolving methods of fraud or in connection with new platform offerings. If we cannot adequately control the risk of fraudulent activity on our platform, it could harm our business, results of operations and financial condition. The pricing and composition of our packages may affect our..... and solution could harm our business, results of operations and financial condition and impact our ability to predict our future performance. Our payments system depends on third-party providers and is subject to risks that may harm our business. We rely on third-party providers to support our payments system. Our Over 90 % of revenue on our platform is associated with payments processed through our internal payment processing capabilities, called EPP. EPP uses a combination of multiple external vendors to provide a single, seamless payments option for creators and attendees. In 2023, we plan to begin onboarding and facilitating payouts for creators through Stripe, Inc. in certain geographies as part of our EPP offering. Beyond EPP, the remainder of creators' paid ticket sales are processed through linked, creator-owned, third-party accounts, including PayPal and Authorize.net, which we call Facilitated Payment Processing (FPP). We plan to transition creators to EPP and consider discontinuing FPP in the near- to medium-term (except in global markets where we do not support EPP). While we do not believe transitioning creators to EPP will have a material impact on creators' or consumers' user experience, it is possible that creators currently using FPP will choose to leave our platform rather than transition to EPP, which would harm our business, results of operations and financial condition. As a complex, multi-vendor system with proprietary technology added, EPP relies on banks and third-party payout partners and third-party payment processors, including payment facilitators to process payment transactions through various channels including by accessing various payment card networks. These features are designed to enable creators to manage payments in an easy and efficient manner. Any of our payment providers and vendors that do not operate well with our platform could adversely affect these payments services and, in turn, EPP-our payment processing capabilities and our business. We have multiple integrations in place at one time allowing for back up processing alternatives on EPP-our payments system if a single provider is unable or unwilling to process any given transaction, payment method or currency. However, if any or some of these providers do not perform adequately, determine certain types of transactions as prohibitive for any reason or fail to identify fraud, if these providers' technology does not interoperate well with our platform, or if our relationships with these providers were to terminate unexpectedly, creators may find our platform more difficult to use and the ability of creators using our platform to sell tickets could be adversely affected, which could cause creators to use our platform less and harm our business, financial condition and results of operations. We must also continually integrate various payment methods used both within the United States and internationally into EPP-our payments system, including new-features such as Apple Pay, Google Pay, and "buy now, pay later" functionality provided by third-party platforms. To enhance our acceptance in certain international markets we have in the past adopted, and may in the future adopt, locally-preferred payment methods and integrate such payment methods into EPP-our payments system, which may increase our costs and also require us to understand and protect against unique fraud and other risks associated with these payment methods. For example, in Brazil we localized our platform to allow the use of boleto bancário (bank slip) as a payment method, and we invested capital and management attention to achieve this. If we are not able to integrate new payment methods into EPP-payments system effectively, our business, results of operations and financial condition and results of operations

could be harmed. Our payment processing partners require us to comply with payment card network operating rules, which are set and interpreted by the payment card networks. The payment card networks could adopt new operating rules specific to the types of payments services that we support or couple interpret or re-interpret existing rules in ways that might restrict or prohibit us from providing or enabling certain payments services to creators, or could be costly or difficult to implement. We have agreed to reimburse our payment processors for fines they are assessed by payment card networks if we or creators using our platform are deemed to have violated these rules, including, for example, in the event that our processing of certain types of transactions is interpreted as a violation of applicable payment card network operating rules. In addition, payment card networks and payment processing partners could increase the fees they charge us for their services, including in connection with an attendee's use of certain payment cards or other payment methods, which would increase our operating costs and reduce our margins. If we are unable to negotiate favorable economic terms with these partners, our business, results of operations and financial condition and results of operations could be harmed. We pay recoupable advances and /..... our common stock may view as favorable. We face potential liability, expenses for legal claims and harm to our business based on the nature of the events business. We face potential liability and expenses for legal claims relating to the events business, including potential claims related to event injuries or the spread of disease allegedly caused by us, creators, service providers, partners or unrelated third parties. For example, from time to time third parties have asserted in the past, and may assert in the future, legal claims against us in connection with personal injuries, which may include deaths, related to occurrences at an event. See the risk factor above titled "Factors adversely affecting the live event market could impact our business and results of operations -" for additional information. Even if our personnel are not involved in these occurrences, we may face legal claims and incur substantial expenses to resolve such claims. Further, if we provide resources regarding event safety, or on-site personnel to support ticketing at an event, we may face liability related to our provision of such services, including legal claims against us in connection with personal injuries, which may include deaths or spread of disease, which may harm our business, results of operations and financial condition. As a result of certain decisions we made in March 2020, we have in the past, and may in the future, face legal escalations from creators who did not receive advance payout payments, which may harm our business, results of operations and financial condition. Further, as a result of our April 2020 decision to refocus our strategy on acquiring and retaining creators who use our platform with limited training, support or professional services, we have in the past, and may in the future, face legal escalations from creators for whom we are no longer providing certain services, which may harm our business, results of operations and financial condition. We have in the past, and may in the future, also face legal escalations from creators who did not meet contractual minimums or other contractual conditions to receive upfront payments or other creator advances, which may harm our business, results of operations and financial condition. We may experience an increase in employment claims against us as a result of our April 2020 and February 2023 global workforce reductions, which may harm our business, results of operations and financial condition. In addition, class action lawsuits have been filed against other players in the live events space, including StubHub and Live Nation, over their refund policies in response to events cancelled due to COVID-19. In June 2020, a similar lawsuit was filed against us, and it is possible that we will become subject to other similar claims, which may harm our business, results of operations and financial condition. Such actions, and other actions we may have taken or may take in the future in response to the COVID-19 pandemic and its impact on our business, may subject us to additional legal claims or additional liability, which may harm our business, results of operations and financial condition. Unfavorable outcomes in legal proceedings may harm our business and results of operations. Our business and results of operations may be affected by the outcome of pending and future litigation, claims, investigations, legal and administrative cases and proceedings, whether civil or criminal, or lawsuits by governmental agencies or private parties. Regardless of whether or not there is merit to the claims underlying any legal proceedings to which we are subject, and regardless of whether or not we are found as a result of such proceedings to have violated any applicable laws, such proceedings can be expensive to defend or respond to, and could result in substantial costs and diversion of management's attention and resources, which could harm our business, and potentially could cause substantial and irreparable harm to our public reputation. Moreover, if the results or settlement of these legal proceedings are unfavorable to us or if we are unable to successfully defend against third-party lawsuits, we may be required to pay monetary damages or may be subject to fines, penalties, injunctions or other censure that could have an adverse effect on our business, results of operations, financial condition and reputation. Further, our liability insurance coverage may not be sufficient to satisfy, or may not cover, any expenses or liabilities that may arise. Even if we adequately address the issues raised by an investigation or proceeding or successfully defend a third-party lawsuit or counterclaim, we may have to devote significant financial and management resources to address these issues, which could harm our business, results of operations and financial condition. Our industry is highly fragmented. We compete against traditional solutions to event management and may face significant competition from both established and new companies. If we are not able to maintain or improve our competitive position, our business could suffer. We operate in a market competitive landscape that is highly fragmented and compete with a variety of competitors to secure new and retain existing consumers and creators. If we cannot successfully compete with existing or potential competitors, our business, financial condition and results of operations will be harmed. We operate in a competitive landscape that is highly fragmented and provides consumers and creators with many channels to promote or engage with live experiences. We compete with a variety of competitors to secure new and retain existing consumers and creators. For consumers, including traditional solutions we face competition from: (i) social media platforms with large influencer presences that cater to audiences based on recent patterns and algorithms; (ii) localized search platforms that pinpoint specific types of event events management, in target geographical regions such as offline Tripadvisor, internal Viator and Airbnb Experiences; and (iii) personal blogs and articles or for activity recommendations that can be discovered via search engines such as Google or through community- interest engines such as Reddit. Some competitors for consumers are also partners we rely on for consumer reach. For creators, we face competition from: (i) creator- developed ad hoc systems; (ii) event marketplaces with

planning solutions, local, and (iii) ticketing providers. Some of our specialized market competitors' products offered for creators have existing relationships or may develop relationships with potential creators or the venues or facilities used by large technology companies that those creators, which have entered into in the past caused and may in the future cause those creators to be unwilling or unable to use our platform and this may limit enter the market, or our ability to other ticketing competitors. If we cannot successfully compete in the future certain markets where such relationships are common. For example, some competitors purchase venues or rights to events and / or enter into exclusivity agreements with existing creators. If creators do not remain independent from our potential competitors, demand for our platform will diminish and our business, results of operations and financial condition and results of operations will be harmed. Some of our current and potential competitors have significantly more financial, technical, marketing and other resources, are able to devote greater resources to the development, promotion, sale and support of their services, have more extensive customer-consumer and creator bases and broader customer-relationships with them, are able to promote events to their more extensive consumer and creator bases which leads to greater event discovery and attendance, have longer operating histories and greater name recognition than we do. We may also compete with potential entrants into the market that currently do not offer the same services but could potentially leverage their networks in the market in which we operate. For instance, large e-commerce companies such as eBay and Amazon have in the past operated, or currently operate, within the ticketing space. In addition, other large companies with large user-bases that have substantial event-related activity, such as Facebook, Meta and Spotify and Zoom, have products in the events space. These competitors may be better able to undertake more extensive marketing campaigns, build products and features faster than we can and / or offer their solutions and services at a discount to ours. Furthermore, some of our competitors may customize their products to suit a specific event type, category or customer. These competitors may be able We also compete with self-service products that provide creators with alternatives to ticket their devote greater resources to better understand user data to be able to personalize events- event recommendations by integrating such self-service products with creators' existing operations. If we are unable to compete with such alternatives, the demand for our solutions could decline. Some We outsource a portion of our competitors have existing relationships or our business operations, including our customer support functions, to third-party providers outside the United States. Outsourcing these functions has significant risks, and our failure to manage these risks successfully could materially adversely affect our business, financial condition and results of operations. We outsource a portion of our business operations to third-party providers located outside the United States, including the outsourcing of our customer support functions to a third-party provider located in the Philippines. These third-party providers may develop not comply with our contractual requirements and their personnel may not provide us or our creators and consumers with an acceptable level of service, which could damage our relationships with potential our creators and consumers. This could result in significant disruptions in or our the venues-operations, and replacing currently outsourced functions could result in significantly increased costs to undertake or our facilities used-operations. In addition, our outsourced functions may be negatively impacted by any number of factors, including political unrest, public health crises, social unrest, terrorism, war, vandalism, currency fluctuations, changes to those-- the creators, laws of the jurisdictions in which have we do business or outsource operations, or increases in the past caused and may in the future cause those-- the creators to cost of labor and suppliers in any jurisdiction in which we outsource any portion of our business operations. As a result of our outsourcing activities, it may also be unwilling more difficult or for unable to use- us our platform to recruit and this may limit retain qualified employees for our ability business needs at any time. Any failure to successfully outsource portions of compete in certain markets where such relationships are common. For example, some competitors purchase venues or rights to events and / or enter into exclusivity agreements with creators. If creators do not remain independent from our potential competitors, demand for our platform will diminish and our business, results of operations and could materially adversely affect our business, financial condition will be harmed and results of operations. Acquisitions, investments or significant commercial arrangements could result in operating and financial difficulties. We have acquired or entered into From time to time we evaluate potential acquisitions, investments and significant commercial arrangements with a number of businesses in the past, including Ticketfly and ToneDen. Our future growth may depend, in part, on these transactions future acquisitions, investments or significant commercial arrangements, any of which could be material to our results of operations and financial condition. Financial and operational risks related to acquisitions, investments and significant commercial arrangements that may have an impact on our business include: • use of cash resources and the incurrence of debt and contingent liabilities in funding acquisitions may limit other potential uses of our cash, including for retirement of outstanding indebtedness and any future stock repurchases or dividend payments; • difficulties and expenses in assimilating the operations, products, data, technology, privacy, data protection systems and information security systems, information systems or personnel of the acquired company; • failure of the acquired company to achieve anticipated benefits, revenue, earnings or cash flows or our failure to retain key employees from an acquired company; • the assumption of known and unknown risks, debt and liabilities of the acquired company, deficiencies in systems or internal controls and costs associated with litigation or other claims arising in connection with the acquired company; • potential accounting charges to the extent intangibles recorded in connection with an acquisition, such as goodwill, trademarks, customer relationships, developed technology or intellectual property, are later determined to be impaired and written down in value; • failure to properly and timely integrate acquired companies and their operations, reducing our ability to achieve, among other things, anticipated returns on our acquisitions through cost savings and other synergies; • adverse market reaction to acquisitions; • failure to consummate such transactions; and • other expected and unexpected risks with pursuing acquisitions, including, but not limited to, litigation or regulatory exposure, such as our shareholder lawsuit related to disclosures about the migration of Ticketfly customers, unfavorable accounting treatment, increases in taxes due, a loss of anticipated tax benefits, costs or delays to obtain governmental approvals, diversion of management's attention or other resources from our existing business and other adverse effects on our business, results of operations or financial condition and

results of operations. When **If** we acquire companies or other businesses, we face the risk that creators of the acquired companies or businesses may not migrate to our platform or may choose to decrease their level of usage of our platform post migration. We have previously experienced customer loss in the process of integrating and migrating acquired companies for a variety of reasons. The pace and success rate of migration may be influenced by many factors, including the pace and quality of product development, our ability to operationally support the migrating creators and our adoption of business practices outside of our platform that matter to the creator. Moreover, we **may** rely heavily on the representations and warranties and related indemnities provided to us by our acquired targets and their equity holders, including as they relate to creation, ownership and rights in intellectual property, compliance with laws, contractual requirements and the ability of the acquisition target to continue exploiting material intellectual property rights and technology after the acquisition. If any such representations are inaccurate or such warranties are breached, or if we are unable to fully exercise our indemnification rights, we may incur additional liabilities, disruptions to the operations of our business and diversion of our management's attention. Our failure to address **If we do not manage these** the risks or other problems encountered in connection with past or future acquisitions, investments and significant commercial arrangements could cause us to fail to realize the anticipated benefits of such transactions **operating internationally effectively**. incur unanticipated liabilities and harm our business, results of operations and financial condition. The reputation and brand and of our platform is important to our success, and if we are not able to maintain and enhance our brand, our results of operations and financial condition may be adversely affected. We believe that maintaining and enhancing our reputation and brand as a differentiated and category-defining ticketing company serving creators and attendees is critical to our relationship with our existing creators and to our ability to attract new creators and attendees. The successful promotion of our brand attributes will depend on a number of factors that we control and some factors outside of our control. The promotion of our brand requires us to make substantial expenditures and management investment, which will increase as our market becomes more competitive and as we seek to expand our platform. To the extent that these activities yield increased revenue, this revenue may not offset the increased expenses we incur. If we do not successfully maintain and enhance our brand and successfully differentiate our platform from competitive products and services, our business may not grow, we may not be able to compete effectively and we could lose creators or fail to attract potential creators, all of which would adversely affect our business, results of operations and financial condition. Additionally, we must continue to make substantial efforts and investments to be associated with events that are positively viewed by other creators and attendees. However, there are also factors outside of our control, which could undermine our reputation and harm our brand. Negative perception of our platform may harm our business, including as a result of complaints or negative publicity about us or creators; the hosting of COVID-19 "superspreader" events on our platform; our inability to timely comply with local laws, regulations and/or consumer protection related guidance; the use of our platform for fraudulent events; events being unsuccessful, either as a result of lack of attendance or attendee experience not meeting expectations; responsiveness to issues or complaints and timing of refunds and/or reversal of payments on our platform (chargebacks); actual or perceived disruptions or defects in our platform; security incidents; or lack of awareness of our policies or changes to our policies that creators, attendees or others perceive as overly restrictive, unclear or inconsistent with our values. Furthermore, creators use our platform for events that represent a variety of views, activities and interests, some of which many other creators or attendees do not agree with or find offensive, or are illegal, or are perceived as such. For example, in the past, creators have tried to use our platform for events related to illegal activity and extreme activist groups. These events may cause negative publicity and harm our reputation and brand. Some creators may not have, or are perceived not to have, legal and ethical business practices. Although we maintain procedures and policies, both automated and by human review, to prevent the usage of our platform for such purposes and to prevent such practices, our procedures and policies may not effectively reduce or eliminate the use of our platform by such creators. In addition, certain creators or attendees may not agree with our decision to restrict certain creators from using our platform or the promotion of certain events on our platform. If our platform is associated with illegal or offensive activity or creators and attendees disagree with our decision to restrict certain creators or events, our reputation and brand may be harmed and our ability to attract and retain creators will be adversely impacted. If we are unable to maintain a reputable platform that provides valuable solutions and desirable events, then our ability to attract and retain creators and attendees could be impaired and our reputation, brand and business could be harmed. Our platform might be used for illegal....., our business will be harmed. In 2023 addition, to the extent that Google, Facebook or other leading large technology companies that have a significant presence in our key markets disintermediate ticketing or event management providers, whether by offering their own comprehensive event-focused or shopping capabilities, or by referring leads to suppliers, other favored partners or themselves directly, there could be harm to our business, results of operations and financial condition. We also depend on our platform of integrated product partners connecting through our API to create applications that will integrate with our platform, such as Salesforce, HubSpot and MailChimp, and to allow them to integrate with our solutions. This presents certain risks to our business, including: • our inability to provide any assurance that these third-party applications and products meet the same quality and security standards that we apply to our own development efforts, and to the extent that they contain bugs or defects, they may create disruptions in the use of our platform by creators or negatively affect our brand and ; • our lack of support for software applications developed by our developer partners, which could cause creators and attendees to be left without support and consequently could cease using our services if these developers do not provide adequate support for their applications; • our inability to assure that our partners will be able to successfully integrate with our products or that our partners will continue to do so; • our inability to confirm if our partners comply with all applicable laws and regulations; and • the risk that these partners and developers may not possess the appropriate intellectual property rights to develop and share their applications. Many of these risks are not within our control to prevent, and our brand may be damaged if these applications do not perform to the satisfaction of creators and attendees and that dissatisfaction is attributed to us. If we do not manage the risks of operating internationally effectively, our business, results of operations and financial condition could be harmed. In 2022 , and 2021 we derived **26 % and** 25 % and 24

%, respectively, of our net revenue from outside of the United States. We currently have various offices outside the United States, including offices in the United Kingdom, India, Ireland, Spain, Australia and Argentina. We have concentrated engineering and business development teams in Argentina, India and Spain. **We are focused on expanding our international events catalog and currently plan to expand our business to other geographical locations, including Berlin and Singapore.** Our international operations and results are subject to a number of risks, including: • **currency exchange restrictions or costs and exchange rate fluctuations, particularly in Argentina, and the risks and costs inherent in hedging such exposures;** • **difficulties in managing attracting and retaining staffing international operations, including due to differences in employment laws and regulations and collective bargaining processes;** • **new creators and modified laws and regulations regarding data privacy, data protection, ticketing and information security;** • **exposure to local economic or political instability, threatened or actual acts of terrorism and violence and changes in the rights of individuals to assemble, including challenges attracting and retaining talent in Argentina as a result of hyperinflation;** • **exposure to regional or global public health concerns, epidemics and pandemics, such as the COVID-19 pandemic;** • **compliance with U. S. and non-U. S. regulations, laws and requirements relating to grow anti-corruption, antitrust or our marketplace competition, economic sanctions, data content and privacy, consumer protection, employment and labor laws, health and safety and advertising and promotions;** • **compliance with additional U. S. laws applicable to U. S. companies operating internationally and interpretations of U. S. and international tax laws;** • **weaker enforcement of our contractual and intellectual property rights;** • **preferences by local populations for local providers;** • **currency exchange restrictions or costs and exchange rate fluctuations and the risks and costs inherent in hedging such exposures;** • **difficulties in managing and staffing international operations, including due to our primarily remote workforce, differences in employment laws, regulations and employee norms and collective bargaining processes;** • **new and modified laws and regulations regarding data privacy, data protection, ticketing and information security;** • **exposure to local economic or political instability, threatened or actual acts of terrorism and violence and changes in the rights of individuals to assemble, including challenges attracting and retaining talent in Argentina as a result of hyperinflation;** • **compliance with U. S. and non-U. S. regulations, laws and requirements relating to anti-corruption, antitrust or competition, economic sanctions, data content and privacy, consumer protection, employment and labor laws, health and safety and advertising and promotions;** • **compliance with additional U. S. laws applicable to U. S. companies operating internationally and interpretations of U. S. and international tax laws;** • **weaker enforcement of our contractual and intellectual property rights;** • **laws and business practices that favor local competitors or prohibit or limit foreign ownership of certain businesses; and** • **slower adoption of the Internet as a ticketing, advertising and commerce medium, which could limit our ability to migrate international operations to our existing systems ; and** • **exposure to regional or global public health concerns, epidemics and pandemics**. Despite our experience operating internationally, any future expansion efforts into new countries may not be successful. Our international expansion has placed, and any future international growth may increasingly place, a significant strain on our management, customer service, product development, sales and marketing, administrative, financial and other resources. We cannot be certain that the investment and additional resources required in expanding our international operations will be successful or produce desired levels of revenue or profitability in a timely manner, or at all. Furthermore, certain international markets in which we operate have lower margins than more mature markets, which could have a negative impact on our margins as our revenue from these markets grows over time. We may choose in certain instances to localize our platform to the unique circumstances of such countries and markets in order to achieve market acceptance, which can be complex, difficult and costly and divert management and personnel resources. Our failure to adapt our practices, platform, systems, processes and contracts effectively to the creator and attendee consumer preferences or customs of each country into which we expand could slow our growth. If we are unable to manage our international growth successfully, our business, results of operations and financial condition and results of operations could be harmed. **We are subject to risks related to environmental, social and governance matters, including related activities and disclosures. Our strategy on environmental, social and governance activities (Impact strategy) focuses on Eventbrite's mission to bring the world together through live experiences. We have announced a number of initiatives in our Corporate Responsibility Report which provides metrics on a number of environmental and social factors which we monitor (corporate responsibility metrics) and include some references to such Corporate Responsibility Report in our Proxy Statement for our 2024 Annual Meeting of Stockholders. As a result, our business may face heightened scrutiny for the activities related to the corporate responsibility metrics. Moreover, due to increasing and evolving scrutiny from governmental bodies, investors, consumers, customers, employees and other stakeholders and third parties of companies' environmental, social and governance matters, there can be assurance that our stakeholders will agree with our corporate responsibility activities, and any perception, whether or not valid, that we have failed to achieve, or to act responsibly with respect to, such matters or to effectively respond to new or additional legal or regulatory requirements regarding such matters could result in adverse publicity or potential regulatory or investor engagement or litigation and adversely affect our business and reputation. Our selected corporate responsibility metrics are reviewed by our senior leadership and key internal stakeholders but do not receive independent third-party assurance. Reasonable assurance sought in connection with a financial statement audit is not provided for the corporate responsibility metrics and therefore the review process for the corporate responsibility metrics may not identify all material statements, omissions or any errors made in reporting the corporate responsibility metrics. As a result, we may not be protected from potential liability under the securities laws for our corporate responsibility metrics and related statements. In addition, for some of the corporate responsibility metrics we report, the methodology of computation and / or the scope of our assessed value chain continues to evolve from year to year. As a result, period over period comparisons may not be meaningful. The implementation of our Impact strategy requires considerable investments. If we do not demonstrate progress against our Impact strategy**

or if our Impact strategy is not perceived to be adequate or appropriate, our reputation could be harmed. We could also damage our reputation and the value of our brand if we or our vendors fail to act responsibly in the areas in which we report, or we fail to demonstrate that our commitment to our Impact strategy enhances our overall financial performance. Further, we purchase carbon removal credits, carbon avoidance credits and energy attribute certificates (EACs) to help balance our carbon and energy footprints. If the cost of carbon removal credits, carbon avoidance credits and EACs were to materially increase or we were required to purchase a significant number of additional credits or EACs, these offsets and / or credits could have an impact on our results of operations. A significant number of our employees, including engineers, are located in Argentina, and any favorable or unfavorable developments in Argentina could have an impact on our results of operations. As of December 31, 2022, we had a total of 158 employees located in Argentina, of which 120 are engineers. If high inflation rates together with current foreign exchange currency controls continue, it could have a negative impact on our results of operations as it would increase materially our operating expenses. Our business activities in Argentina also subject us to risks associated with changes in and interpretations of Argentine law, including laws related to employment, the protection and ownership of intellectual property and U. S. ownership of Argentine operations. Furthermore, if we had to scale down or close our Argentine operations, there would be significant time and cost required to relocate those operations elsewhere, which could impact our ability to meet our internal environmental objectives or our financial performance. Additionally, we could experience complaints related to our purchase of such offsets as they relate to our statements regarding carbon neutrality which we cannot predict or protect against. Additionally, there can be no assurance that our current programs, reporting frameworks, or principles will be in compliance with any new environmental and social laws and regulations that may be promulgated in the United States and elsewhere, and the costs of changing any of our current practices to comply with any new legal and regulatory requirements in the United States and elsewhere may be substantial. Furthermore, industry and market practices may further develop to become even more robust than what is required under any new laws and regulations, and we may have to expend significant efforts and adverse impact resources to keep up with market trends and stay competitive among our peers. For example, in October 2023, California enacted a number of laws that may require us to report on certain information related to carbon neutrality claims and use of carbon removal credits and carbon avoidance credits, our overall cost structure direct and indirect greenhouse gas (GHG) emissions and climate-related financial risks. The Argentine government. Additionally, in March 2022, the SEC proposed new climate-related disclosure rules, which if finalized, has as historically exercised significant influence over expected in 2024, would require new climate-related disclosures in SEC filings and audited financial statements, including certain climate-related metrics and direct and indirect GHG emissions data, information about climate-related targets and goals, transition plans, if any, and attestation requirements. In addition, we and / or certain of our subsidiaries may be, subject to the country requirements of the European Union's economy Corporate Sustainability Reporting Directive (and its implementing laws, standards and regulations as well as other related European Union directives and regulations), which will require additional disclosures across ESG topics, such as climate change, biodiversity, pollution, resource use, human capital management and supply chain labor standards, among other topics. Further, jurisdictions in which we and / or certain of our subsidiaries or affiliates operate have signaled intentions to adopt in some form the International Sustainability Standards Board's sustainability and climate disclosure standards. These requirements may not entirely align and thus require us to duplicate certain or make different efforts or use different reporting methodologies in order to comply with each jurisdictions' requirements. For example, since September 2019, we and / or certain of our subsidiaries may be subject to the requirements of the European Union Corporate Sustainability Reporting Directive (and its implementing laws and regulations and the other Argentine government European Union directives or European Union and European Union member state regulations, various disclosure requirements (such as information enacted a series foreign exchange currency controls. These controls include restrictions on greenhouse gas Argentine citizens and Argentinian companies' abilities to purchase U. S. dollars, transfer money to foreign accounts and make payments of dividends or payments for services by related parties without permission-- emissions, climate risks, use of offsets, and emissions reduction claims) from the State Argentine government. These controls have become stricter during the pandemic; currently it is challenging, and at times not possible for citizens in Argentina to formally access the exchange market, and strategies available for the purchase of California foreign currency outside of the exchange market are largely cost prohibitive. This situation has rendered it more difficult to fund our operations in Argentina, including cash compensation programs for our employees based there-- the SEC. We are also currently unable to offer our Employee Stock Purchase Plan (ESPP) program to our employees in Argentina. The increase of the local inflation rates and the local currency devaluation have exacerbated these issues, drastically reducing the purchasing power of our local employees' salaries, because the purchase of certain goods and services in Argentina remains tied to the market value of the US dollar. In addition, it is possible that the Argentine government may impose additional controls on the foreign exchange market and on capital flows from and into Argentina in response to capital flight or depreciation of the Argentine peso. These restrictions may have a negative effect on the economy and harm our business if imposed in an economic environment where access to local capital is tightly constrained. Additionally, Argentina's economy climate disclosure proposal, if finalized, and legal/ or the International Sustainability Standards Board's sustainability and climate disclosure standards, to the extent adopted in part or in full by jurisdictions in which we operate, among other regulations or requirements. These and other changes in stakeholder expectations or regulatory requirements may also lead framework have at times suffered radical changes, due to increased costs significant political influence and uncertainties scrutiny that could heighten all of the risks identified in this risk factor. Currently Additionally, Argentina's federal government is conducting negotiations our suppliers, vendors and other partners may be subject to similar requirements, which may augment or create additional

risks, including risks that may not be known to us. Any harm to our reputation resulting from setting these corporate responsibility metrics or our failure or perceived failure to meet such corporate responsibility metrics could impact employee engagement and retention, the willingness of our creators and consumers and our partners and vendors to do business with us respect to the restructuring of their sovereign debt. Such policies, and the ongoing restructuring negotiations **or investors' willingness to purchase or hold shares of our Class A common stock, any of which** could destabilize the country and, consequently, its provinces, and adversely affect our business and operating expenses. Doing business in Argentina poses additional challenges, such as finding and retaining qualified employees, particularly management-level employees, navigating local bureaucracy and infrastructure-related issues and identifying and retaining qualified service providers, among other risks. Among these, the ability to retain employees without the possibility to offer alternatives that enable them to regain their salary value have been particularly challenging, and said difficulties are expected to continue or even increase. Argentina's fragile economic environment has been challenged by the COVID-19 pandemic. From March 2020 through December 2021, the Argentine government introduced several measures designed to address the COVID-19 pandemic, which resulted in a significant slowdown in economic activity that adversely affected economic growth in 2020 and may continue to adversely affect economic growth in 2023 although this cannot be currently quantified. Furthermore, despite recent enactments of local anti-corruption and anti-bribery legislation in a number of developing markets such as Argentina, it may still be more common than in the United States for others to engage in business practices prohibited by laws and regulations applicable to us, such as the U. S. Foreign Corrupt Practices Act, U. K. Bribery Act or similar local anti-bribery laws. In turn, the decrease in investors' confidence, among other factors, could have a significant adverse impact on the development of the Argentine economy, which could harm our business, results of operations and financial condition. Our commitment to legal compliance could put us at a competitive disadvantage, and any lapses in our compliance could subject us to civil and criminal penalties that could harm our business, results of operations and financial condition. Our metrics and estimates are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may seriously harm and negatively affect our reputation and our business. We regularly review metrics to evaluate growth trends, measure our performance, and make strategic decisions. These metrics are calculated using internal company data and have not been validated by an independent third-party. Errors or inaccuracies in our metrics or data could result in incorrect business decisions and inefficiencies. Furthermore, if we discover material inaccuracies in our metrics, we may not be able to accurately assess the health of our business and our reputation and our business may be harmed. Creator and attendee acquisition **consumer attraction** and retention depend upon effective interoperation with operating systems, networks, protocols, devices, web browsers and standards that we do not control. We make our platform available across a variety of operating systems and web browsers. We are dependent on the interoperability of our platform with popular devices, mobile operating systems and web browsers that we do not control, such as Android, iOS, Chrome and Firefox. In addition, we are dependent on protocols like email and push notification to communicate with our **customers-creators and consumers**. Any changes, bugs or technical issues in such systems, devices, protocols or web browsers that degrade the functionality of our platform, make it difficult for creators or attendees **consumers** to access or use our platform, impose fees related to our platform or give preferential treatment to competitive products or services could adversely affect usage of our platform. In the event that it is difficult for creators or attendees **consumers** to access and use our platform, our business and results of operations could be harmed. Our failure to successfully address the evolving market for transactions on mobile devices and to build mobile products could harm our business. A significant and growing portion of creators and attendees access our platform through mobile devices. The number of people who access the Internet and purchase goods and services through mobile devices, including smartphones and handheld tablets or computers, has increased significantly in the past few years and is expected to continue to increase. If we are not able to provide creators and attendees with the experience and solutions they want on mobile devices, our business may be harmed. While we have created mobile applications and versions of much of our web content, if these mobile applications and versions are not well received by creators and attendees, our business may suffer. In addition, we face different fraud risks and regulatory risks from transactions sent from mobile devices than we do from personal computers. If we are unable to effectively anticipate and manage these risks, our business and results of operations may be harmed. We rely on software and services licensed from other parties. Defects in or the loss of software or services from third parties could increase our costs and adversely affect the quality of our service. Components of our platform include various types of software and services licensed from unaffiliated third parties. Our business would be disrupted if any of the software or services we license from others or functional equivalents thereof were either no longer available to us or no longer offered on commercially reasonable terms. In either case, we would be required to either redesign our platform to function with software or services available from other parties or develop these components ourselves, which would result in increased costs and could result in delays in the release of new solutions and services on our platform. Furthermore, we might be forced to limit the features available in our platform due to changes by our third-party software and service providers. In addition, if we fail to maintain or renegotiate any of these software or service licenses, we could face significant delays and diversion of resources in attempting to license and integrate functional equivalents. If we fail to adequately protect our intellectual property rights, our competitive position could be impaired and we may lose valuable assets, generate reduced revenue and incur costly litigation to protect our rights. Our success is dependent, in part, upon protecting our intellectual property rights. We rely on a combination of patents, copyrights, trademarks, service marks, trade secret laws and contractual restrictions to establish and protect our intellectual property rights in our platform. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. While we take precautions, it may still be possible for unauthorized third parties to copy our technology and use our proprietary information to create solutions and services that compete with ours. Some license provisions protecting against unauthorized use, copying, transfer and disclosure of our technology may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, the laws of some

countries do not protect proprietary rights to the same extent as the laws of the United States. To the extent we expand our international activities, our exposure to unauthorized copying and use of our technology and proprietary information may increase. It is our policy to enter into confidentiality and invention assignment agreements with our employees and consultants and to enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances. No assurance can be given that these agreements will be effective in controlling access to, and use and distribution of, our platform and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our platform or solutions. In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Litigation to protect and enforce our intellectual property rights could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our platform or solutions, impair the functionality of our platform or solutions, delay introductions of enhancements to our platform, result in our substituting inferior or more costly technologies into our platform or solutions, or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new features in our platform or solutions, and we cannot assure you that we could license that technology on commercially reasonable terms or at all. Our inability to license such technology on commercially reasonable terms could adversely affect our ability to compete, and harm our business, **results of operations and financial condition and results of operations**. We use open source software in our platform, which could subject us to litigation or other actions. We use open source software in our platform and may use more open source software in the future. The terms of many open source licenses to which we are subject have not been interpreted by U. S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our **provision of ability to provide or distribute** our platform. From time to time, **companies that use** there have been claims **challenging the ownership of** open source software **against companies that incorporate** **have faced claims challenging the use of** open source software **into their solutions**. As a result **or compliance with open source license terms**, and we could be subject to **such** lawsuits **by parties claiming ownership of what we believe to be open source software**. Litigation could be costly for us to defend, harm our business, **results of operations or financial condition and results of operations** or require us to devote additional research and development resources to change our platform. In addition, if we were to combine our proprietary software with open source software in a certain manner, we could, under certain **of the** open source licenses, be required to release the source code of our proprietary software. If we inappropriately use open source software, we may be required to re-engineer **parts of** our platform, **discontinue extract** the **sale of our platform** **open source software at issue** or take other remedial actions. In addition to risks related to license requirements, use of certain open source software can lead to greater risks than use of third- party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software **equivalent to those provided by third- party commercial software providers. 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**. Our results of operations may be adversely affected if we are subject to a protracted infringement claim or a claim that results in a significant damage award. There is considerable patent and other intellectual property development activity in our industry. Our success depends on our not infringing upon the intellectual property rights of others. Our competitors, as well as a number of other entities, including non- practicing entities and individuals, may own or claim to own intellectual property rights relating to our industry and may challenge the validity or scope of our intellectual property rights. From time to time, third parties, including our competitors and non- practicing entities, have claimed and may in the future claim that our products or technologies may infringe their intellectual property rights and may assert patent, copyright, trade secret and other claims based on intellectual property rights against us and our **creators customers, suppliers and vendors channel partners**. A claim may also be made relating to technology or intellectual property rights that we acquire or license from third parties. If we were subject to a claim of infringement, regardless of the merit of the claim or our defenses, the claim could: • require costly litigation to resolve and the payment of substantial damages; • require significant management time; • cause us to enter into unfavorable royalty or license agreements; • require us to discontinue the sale of **products and** solutions through our platform; • require us to indemnify creators or third- party service providers or partners; and / or • require us to expend additional development resources to redesign our platform. Our failure to comply with the various export controls and trade and economic sanctions laws and regulations to which we are subject could subject us to liability, including civil and criminal penalties, or restrictions on sales. We are subject to **U. S. economic and trade sanctions laws and regulations of the United States and applicable international jurisdictions**, such as those that are administered by the U. S. Treasury Department's Office of Foreign Assets Control (OFAC). Such laws and regulations prohibit or restrict transactions and dealings involving specified countries, their governments, and certain individuals and entities, including those that are specially designated sanctions targets, or **majority-owned 50 % or more** by the same (collectively, Sanctions). As federal, state and foreign legislative regulatory scrutiny and enforcement actions in these areas increase, we expect our compliance costs to increase, perhaps substantially. Failure to comply with any of these requirements could result in the limitation, suspension or termination of our platform, imposition of significant civil and criminal penalties, including fines, and / or the seizure and / or forfeiture of our assets, as well as reputational harm. While we endeavor to conduct our business in compliance with applicable laws and regulations, and maintain policies and procedures reasonably designed to ensure compliance with Sanctions, we cannot guarantee that these measures will be fully effective in ensuring compliance and preventing violations in the future, particularly as the scope of certain laws may be unclear and may be subject to change. The

development, implementation and maintenance of Sanctions compliance policies and procedures may be time- consuming or result in the delay or loss of sales opportunities or impose other costs. Further, our products incorporate encryption technology. These encryption products may be exported from the United States only with the required export authorizations, including by a license, a license exception or other appropriate government authorizations. Such products may also be subject to certain regulatory reporting requirements. Various countries also regulate the import of certain encryption technology, including through import permitting and licensing requirements, and have enacted laws that could limit our **customers-creators' and consumers'** ability to import our services into those countries. Governmental regulation of encryption technology and of exports and imports of encryption products, or our failure to obtain required approval for our products and services, when applicable, could subject us to legal penalties, harm our international sales and adversely affect our revenue. Compliance with applicable regulatory requirements regarding the provision of our products and services, including with respect to new products and services, may delay the introduction of our products and services in various markets or, in some cases, prevent the provision of our products and services to some countries altogether. Any change in export or import regulations, economic sanctions or related legislation, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential **customers-creators and consumers** with international operations. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition and results of operations. Our business is subject to a wide range of laws and regulations. Our failure to comply with those laws and regulations could harm our business. We are subject to a number of U. S. federal and state and foreign laws and regulations that involve matters central to our business. For example, our platform is subject to an increasingly strict set of legal and regulatory requirements intended to help detect and prevent money laundering, terrorist financing, fraud and other illicit activity. The interpretation of those requirements by judges, regulatory bodies and enforcement agencies is changing, often quickly and with little notice. Changes in laws and regulations could impose more stringent requirements on us to detect and prevent illegal and improper activity by creators, which can increase our operating costs and reduce our margins. For example, ~~to date,~~ in the United States, platforms like ours **generally** are immune from **content generated** liability resulting from the improper or illegal actions facilitated by the platform, but initiated by its users, **or other third parties** under Section 230 of **the Communications Act of 1934, as amended** by the Communications Decency Act (**CDA Section 230**). If **the CDA Section 230** is **interpreted by courts or amended by Congress** in a manner that reduces **the scope of liability** protections— **protection** for our **available to platform platforms like ours**, we will need to increase our content moderation operations, which may harm our **business, financial condition and results of operations**. In addition, the ticketing business is subject to many laws and regulations, both foreign and domestic. These laws and regulations vary from jurisdiction to jurisdiction and may sometimes conflict. **For example, in November 2022, the EU Digital Services Act (“ DSA ”) came into force, and the majority of the DSA’ s substantive provisions relating to content moderation and transparency take effect and apply to us from and including February 17, 2024. The extent of regulatory enforcement and the additional obligations that may be imposed upon us under the DSA and similar pending legislation is not clear yet. The DSA may increase our compliance costs and require changes to our user interfaces and content moderation processes and operations, which may adversely affect our ability to attract and provide our services to creators and consumers, and may otherwise affect our business, financial condition and results of operations. Failure to comply with the DSA can result in fines of up to 6 % of total annual worldwide turnover, and recipients of services have the right to seek compensation from providers in respect of damage or loss suffered due to infringement by the provider to comply with the DSA. We collaborate closely with members of Congress and fellow stakeholders toward bipartisan, comprehensive, live event ticketing reform. For example, we have supported both the Senate’ s Fans First Act (S. 3457) and the House’ s TICKET Act (H. R. 3950), which mandate ticket pricing transparency, ban deceptive advertising and websites, and ban fake tickets. Our goal is to help improve the live event ecosystem by fostering ticketing marketplace integrity, restoring the faith of consumers and the ability of artists and event creators to host successful events**. Outside of ticketing regulations, creators are often subject to regulations of their own, such as permitting and crowd control requirements. Regulatory agencies or courts may claim or hold that we are responsible for ensuring that creators comply with these laws and regulations, which could greatly increase our compliance costs, expose us to litigation, subject us to fines and penalties and otherwise harm our business. Failure to comply with anti- corruption, anti-bribery and similar laws associated with our activities outside of the United States could subject us to penalties and other adverse consequences. We are subject to the U. S. Foreign Corrupt Practices Act of 1977, as amended (FCPA), the United Kingdom Bribery Act 2010 (Bribery Act), and other anti- corruption and anti- bribery laws in various jurisdictions, both domestic and abroad, where we conduct business. The FCPA and the Bribery Act prohibit us and our officers, directors, employees and business partners acting on our behalf, including agents, from, directly or indirectly, corruptly offering, promising, authorizing or providing anything of value to a “ foreign official ” for the purposes of influencing official decisions ~~or to obtaining~~ **obtain** or ~~retaining~~ **retain** business or otherwise ~~obtaining favorable treatment~~ **secure an improper advantage**. The FCPA further requires us to make and keep books, records and accounts that accurately reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. The Bribery Act also prohibits private-sector bribery, and accepting bribes. Our sales team sells use of our platform abroad, and we face significant risks if we fail to comply with the FCPA and other applicable anti- corruption laws. We operate in many jurisdictions around the world and may also have direct or indirect interactions with officials and employees of government agencies or state- owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of third- party intermediaries, our employees, representatives, contractors, partners, service providers and agents, even if we do not authorize such activities. While we have policies and procedures to address compliance with such laws, we cannot ensure that all of our employees and agents, as well as those contractors to which we outsource certain of our business operations, will not take actions in violation of our policies or

agreements and applicable law, for which we may be ultimately held responsible. Any violation of the FCPA, the Bribery Act or other applicable anti-corruption and anti-bribery laws could subject us to significant sanctions, including civil or criminal fines and penalties, disgorgement of profits, injunctions and debarment from government contracts, as well as related stockholder lawsuits and other remedial measures, all of which could harm our reputation, business, **results of operations and financial condition and results of operations**. Responding to any investigation may result in a significant diversion of management's attention and resources and significant defense costs and other professional fees. Failure to comply with **payment network rules applicable anti-money laundering and to address the operational and compliance risks associated with our payments laws and regulations methods or practices** could harm our business and results of operations. Our platform uses ~~payments-~~ **payment** services for ticket purchases and to make payments to event organizers. **We accept payments using a variety of methods, including credit and debit cards. As we offer new payment options to our creators and consumers, we may be subject to additional rules, regulations, compliance requirements and higher fraud losses**. We rely upon third-party payment services providers to provide key aspects of these payment services. **Our utilization of such** ~~The laws and regulations related to payments are complex, subject to change, and vary across different jurisdictions in the United States and globally. Furthermore, changes in these laws, rules and regulations, including in their interpretation and application, have occurred and may occur in the future, which may impact our business practices. There have recently been several ongoing efforts in the United States to expand anti-money laundering regulations to cover additional businesses and payment services may be impacted by factors outside of our control, and changes to including disruptions in the payment processing industry generally. If these~~ **service providers do not perform adequately or experience a data security incident or fail to comply with applicable laws, payment network rules, and industry standards or if our regulations-- relationships with** ~~can happen quickly. Given the complex and constantly evolving nature of these service providers were laws and regulations, we are required to spend significant time, resources, and effort~~ **change or terminate (or if they become willing or unable to provide services** ~~assess their application and any compliance measures needed. If we are deemed to us), it could disrupt be subject to any anti-money laundering or our business and negatively affect our ability to receive payments and regulatory regime, we may need to make changes to our~~ **creators' and consumers' ability to complete purchases. This could decrease revenue, increase costs, lead to potential legal liability, and negatively impact our brand and** ~~business practices or compliance programs, which may require significant resources and may impact our business and results of operations.~~ **Any** ~~This may also require us to obtain licenses and registrations in multiple jurisdictions in order to continue some or all of current business operations in those jurisdictions. If we are deemed to be subject to any of these regulations and not in compliance with them, we may need to change our business practices and may become subject to investigation, civil or criminal actions, fines, penalties, forfeiture, remedial measures, costs, legal fees, reputational damage, or other negative consequences in one or more jurisdictions by federal, state, or local regulators, all of which may harm our business, results of operations, and financial condition. In addition, any non-compliance with anti-money laundering or payments regulations or laws by our~~ **payment services providers or other partners in performing services for us could impact our reputation, divert substantial resources, result in liabilities, force us to restructure, or require changes in payments options, which may harm our business, financial condition and results of operations. Under current credit, debit and payment card practices and network rules, we are liable for fraudulent activity on our credit and debit card transactions. We may incur losses if we fail to prevent the use of fraudulent payment information on transactions. Fraud schemes are becoming increasingly sophisticated and common, and our ability to detect and combat fraudulent schemes may be negatively impacted by the adoption of new payment methods and new technology platforms. If we or our providers fail to identify fraudulent activity or are unable to effectively combat the use of fraudulent payments on our platform or if we otherwise experience increased levels of disputed payments or transactions, our results of operations and financial positions could be materially adversely affected. In addition, our failure to adequately mitigate this risk could damage our reputation and brand and substantially harm our business, financial condition, results of operations, prospects and our ability to accept payments. For certain payment methods, we pay interchange and other related acceptance fees, along with additional transaction processing fees. Payment card networks and our** ~~third-party payment services providers could increase the fees or interchange they charge us or for other- their partners in performing services for- or us to accept or process card transactions, which would increase our operating costs and reduce our margins. Any such increase in fees could impact our reputation, divert substantial resources, result in liabilities, force us to restructure, or require changes in payments options, which may harm our business,~~ **financial condition** ~~and results of operations. Additionally, we and our third-party payment service providers are subject to the Payment Card Industry Data ("PCI") Data Security Standard ("PCI-DSS"), issued by the PCI Council. PCI DSS is a multifaceted security standard that contains compliance guidelines and standards with regard to our security surrounding the physical administrative and technical storage, processing and transmission of individual cardholder data. Failure to be PCI-compliant or to meet other payment card standards may result in the imposition of financial penalties or the allocation by the card network of the costs of fraudulent charges to us. Additionally, if we or they experience substantial losses related to payment card transactions or in the event of non-compliance with the PCI-DSS, we may choose to, or be required to, cease accepting certain payment cards for payment. Card associations and may be payment networks and their member financial institutions regularly update and generally expand security expectations and requirements related to the security of cardholder data and environments, which could make it difficult or impossible for us to comply and could require a change in our business operations. We are also subject to penalties rules governing electronic funds transfers and payment card association rules, which could change over time, and must comply with evolving payment card association and network operating rules. Any change in these rules and requirements could make it difficult or impossible for us to comply and could require a change in our business operations. In addition, similar to a potential increase in costs from third-party providers described above, any~~

increased costs associated with compliance with payment card association rules or payment card provider rules could lead to increased fees for us or our creators and consumers. Failure to comply with laws and regulations related to payments could harm our business and results of operations. The Global laws and regulations related to that govern payments— payment methods and processing are complex, subject to change, and vary across different we may be required to expend considerable time and effort to determine if such laws and regulations apply to our business. There can be no assurance that we will be able to meet all compliance obligations under applicable law, including obtaining any such licenses in all of the jurisdictions we operate in or offer a service in, and, even if we were able to do so, the there United States could be substantial costs and potential product globally. Furthermore, changes involved in laws, rules and regulations have occurred and may occur in the future, which may impact our business practices. In particular, in the United States, certain state jurisdictions require a money transmission license to provide certain payments services, and the applicability of state money transmission licensing laws to payment processing services such as those we provide is a matter of regulatory interpretation that is subject to change. In this regard, changes to regulatory interpretations or decisions by applicable authorities that certain of our activities should be subject to regulation under state money transmission licensing laws could subject us to investigation and the potential for resulting liability. As a result of regulatory uncertainty with respect to state money transmission licensing and regulation and federal money services business registration, we are required to spend significant time and effort to address compliance with those laws and regulations and to ensure that creators and attendees are complying with those laws and regulations. Any failure or claim of our failure to comply, or any failure by our third-party service providers or partners to comply, with such laws, which could have a material and adverse effect on our business, financial condition and results of operations. Any noncompliance by us in relation to existing or new laws and regulations, or other requirements any alleged noncompliance, could divert substantial resources, result in reputational damage, litigation, penalties, fines, increased costs or liabilities, damages, or force require us to restructure or even to stop offering payment services in certain markets EPP, which will harm our business and results of operations. For example, if we are deemed to be a money transmitter or money services business as defined by applicable regulation, we could be subject to certain laws, rules and regulations enforced by multiple authorities and governing bodies in the United States and numerous state and local agencies who may define money transmitter and money services business differently. If we were required to be licensed or registered as a money transmitter or money services business (or otherwise determined that obtaining state money transmission licenses or that registration under Federal money services business or anti- money laundering laws would further our business purposes), we would be subject to anti- money laundering requirements, recordkeeping and reporting requirements, as well as bonding requirements, restrictions on the use of customer funds and other obligations. We would also be subject to examination and oversight by applicable state licensing regulatory authorities. Additionally, outside of the United States, we could be subject to additional laws, rules and regulations related to the provision of payments and financial services, and as we expand into new jurisdictions, the foreign regulations and regulators governing our business that we are subject to will expand as well. If we are found to be a money transmitter or money services business under any applicable regulation and we are not in compliance with such regulations, we may be subject to investigations by regulators and to fines or other penalties in one or more jurisdictions levied by federal or state or local regulators, including state Attorneys General, as well as those levied by foreign regulators and governmental bodies. In addition to investigations and fines, penalties we may be subject to civil or criminal actions, fines, penalties, forfeiture, remedial measures, costs, legal fees, reputational damage, or other negative consequences for failing to comply with applicable rules and regulations could include criminal and civil proceedings, forfeiture of significant assets or other enforcement actions, all of which may harm our business, financial condition and results of operations. We could also be required to make changes to our business practices or compliance programs as a result of regulatory scrutiny or if we are deemed to be a money transmitter or money services business. Additionally, we the laws and regulations related to payments are subject to change, and vary across different jurisdictions in the United States and globally. Changes in laws, rules and regulations, including in the their interpretation Payment Card Industry Data Security Standard (PCI-DSS), and if we experience substantial losses related to payment card transactions application, have occurred and may occur in the future, which may impact or our in business practices. Given the complex and constantly evolving nature of the these event of laws and regulations, we are required to spend significant time, resources, and effort to assess their application and any noncompliance--- compliance measures needed. Failure to predict how a U. S. law or regulation or a law or regulation from another jurisdiction in which we operate with respect the PCI-DSS, we may choose to money transmission, money services business or similar requirements apply or will be required applied to us could result in licensure or registration requirements, cease accepting administrative enforcement actions, penalties, fines and costs, and could materially interfere with our ability to offer certain payment cards methods for- or payment to conduct our business in particular jurisdictions. If we The factors identified were here unable to accept payment cards through EPP, creators would could be impose substantial additional costs, involve considerable delay to the development or provision of our solutions, required- require significant to use third-party payment options, which would reduce the simplicity and costly ease-of- use of our platform. Our reported results of operations operational may be adversely affected by changes in accounting principles generally accepted in the United States. Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our or prevent reported results of operations, and may even affect the reporting of transactions completed before the announcement or effectiveness of a change. For example, as a result of our adoption of ASU 2016-02, Leases (Topic 842) (ASC 842) which was effective for us from providing our products beginning January 1, 2019, there was an increase of \$ 3.7 million in operating lease expense related to the accounting treatment of our- or solutions in any given market San Francisco office lease, which was accounted for as a build- to- suit lease under ASC 840 prior to the adoption of ASC 842. If currency exchange

rates fluctuate substantially in the future, our results of operations, which are reported in U. S. dollars, could be adversely affected. Our international operations expose us to the effects of fluctuations in currency exchange rates. Many of our creators live or operate outside the United States, and therefore we have significant ticket sales denominated in foreign currencies, most notably the British Pound, Euro, Canadian Dollar and Australian Dollar. If currency exchange rates remain at current levels, currency translation could continue to negatively affect net revenue growth for events that are not listed in U. S. dollars and could also reduce the demand for U. S. dollar denominated events from attendees-consumers outside of the United States. Further, we incur expenses for employee compensation and other operating expenses at our international locations in the local currency. Because we conduct business in currencies other than U. S. dollars but report our results of operations in U. S. dollars, we face exposure to fluctuations in currency exchange rates, which could harm our results of operations. Our business may be subject to sales tax and other indirect taxes in various jurisdictions. In addition, creators may also be subject to certain taxes. The application of indirect taxes, such as sales and use tax, amusement tax, value-added tax, goods and services tax, business tax and gross receipts tax, to businesses like ours and to creators and attendees-consumers is a complex and evolving issue. Significant judgment is required to evaluate applicable tax obligations and as a result, amounts recorded are estimates and are subject to adjustments. In many cases, the ultimate tax determination is uncertain because it is not clear how new and existing statutes might apply to our business. One or more states, localities, the federal government or other countries may seek to impose additional reporting, record-keeping or indirect tax collection obligations on businesses like ours that facilitate online commerce. For example, taxing authorities in the United States and other countries have identified e-commerce platforms as a means to calculate, collect and remit indirect taxes for transactions taking place over the Internet, and are considering related legislation. An increasing number of jurisdictions have enacted laws or are considering enacting laws requiring marketplaces to report user activity or collect and remit taxes on certain items sold on the marketplace. Imposition of an information reporting or tax collection requirement could decrease creator or attendee-consumer activity on our platform, which would harm our business. New legislation could require us or creators to incur substantial costs in order to comply, including costs associated with tax calculation, collection and remittance and audit requirements, which could make using our platform less attractive and could adversely affect our business, financial condition and results of operations. We face sales and use tax and value-added tax audits in certain states and international jurisdictions and it is possible that we could face additional sales and use tax and value-added tax audits in the future in additional jurisdictions and that our liability for these taxes could exceed our reserves as state or international tax authorities could assert that we are obligated to collect additional amounts as taxes from creators and remit those taxes to those authorities. We could also be subject to audits and assessments with respect to state, local and international jurisdictions for which we have not accrued tax liabilities. A successful assertion that we should be collecting additional sales or other taxes on our services in jurisdictions where we have not historically done so and do not accrue for sales or other taxes could result in substantial tax liabilities for past sales, discourage creators from using our platform or otherwise harm our business and results of operations. Although we have reserved for potential payments of possible past tax liabilities in our financial statements as disclosed in Note 11 of the Notes to Consolidated Financial statements, if these liabilities exceed such reserves, our financial condition will be harmed. Our international operations subject us to potential adverse tax consequences and additional taxes. We generally conduct our international operations through wholly owned subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. Because of these international operations, we may be subject to adverse tax changes or interpretation, increased taxes due to increased international expansion, and tax charges due to complex intercompany agreements. We may be subject to income or other indirect taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could have an adverse effect on our liquidity and results of operations. In addition, the authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties, and the authorities could claim that various withholding requirements apply to us or assert that benefits of tax treaties are not available to us, any of which could have a negative impact on us or our results of operations. As we earn an increasing portion of our revenue and accumulate a greater portion of our cash flow in foreign jurisdictions, we could face a higher effective tax rate and incremental cash tax payments. Additionally, our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates and reduced cash flows and may harm our business, results of operations and financial condition and results of operations. Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations. In general, under Section 382 of the Internal Revenue Code of 1986, as amended (Code), a corporation that undergoes an "ownership change" (generally, a greater than 50 percentage point change in our equity ownership by certain stockholders or groups of stockholders) is subject to limitations on its ability to utilize its pre-change net operating losses ("NOLs") to offset future taxable income. We have undergone ownership changes in the past, which have resulted in limitations on our ability to utilize our NOLs, and future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code. The existing NOLs of some of our subsidiaries may be subject to limitations arising from ownership changes prior to, or in connection with, their acquisition by us. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. There is also a risk that, due to regulatory changes, such as suspensions on the use of NOLs or other unforeseen reasons, our existing NOLs could expire or otherwise be unavailable to offset future income tax liabilities, including for state tax purposes. For these reasons, we may not be able to utilize some portion of our NOLs even if we attain profitability. We have identified a material weakness in our internal control over financial reporting and,

as a result, determined that our disclosure controls and procedures and internal control over financial reporting were not effective as of December 31, 2022, which resulted in the restatement of our previously issued unaudited condensed consolidated financial statements. ~~Failure to~~ **Although we have remediate remediated** the identified material weakness, **failure to establish** and maintain effective internal control over financial reporting and disclosure controls and procedures in future periods could have a material adverse effect on our financial statements. On February 27, 2023, the Audit Committee of our Board of Directors, after discussion with management, determined that the previously filed unaudited condensed consolidated statements of cash flows for the six months ended June 30, 2022 and the nine months ended September 30, 2022 as included in the Quarterly Reports on Form 10-Q for the quarterly periods ended June 30, 2022 and September 30, 2022, respectively, should no longer be relied upon as a result of an error in the presentation in our condensed consolidated statements of cash flows primarily related to cash balances held on behalf of creators that are denominated in currencies other than the functional currency. The effect of exchange rate changes on cash balances were not disclosed as a separate item in the reconciliation of beginning and ending balances of cash. Additionally, the unrealized foreign currency transaction gains and losses were not disclosed as a reconciliation of net loss and net cash flow from operating activities. As a result, we amended and restated the condensed consolidated statements of cash flows for the six months ended June 30, 2022 and the nine months ended September 30, 2022. In evaluating the root cause for the misstatements, we identified a material weakness in internal control over financial reporting and, as a result, determined that our disclosure controls and procedures and internal control over financial reporting were not effective as of December 31, 2022. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and prevent or detect material misstatements in our interim or annual consolidated financial statements due to error or fraud. The identified material weakness in our internal control over financial reporting relates to the lack of an effectively designed control activity over the presentation of unrealized foreign currency transaction gains and losses and effects of exchange rate changes on cash, cash equivalents and restricted cash within the consolidated statements of cash flows. The material weakness resulted in a restatement of ~~our the Company's~~ previously filed consolidated financial statements as of and for each of the periods ended June 30, 2022 and September 30, 2022 and a revision to the consolidated financial statements as of and for the year ended December 31, 2021, including the quarterly periods therein, as of and for the year ended December 31, 2020 and for the quarterly period ended March 31, 2022. **Although We are in the process of remediating** the material weakness **has been**. ~~If our plans to remediate~~ **remediated as of December 31** the material weakness ~~are not sufficient~~, **or 2023**, if we identify additional control deficiencies that individually or in the aggregate constitute one or more material weaknesses or we otherwise fail to maintain effective disclosure controls and procedures or internal control over financial reporting in the future, our ability to accurately record, process, and report financial information and consequently, our ability to prepare financial statements within required time periods, could be adversely affected, which may negatively impact the confidence level of our stockholders and other market participants as well as our ability to remain listed on the New York Stock Exchange (NYSE). ~~The Failure to properly remediate the material weakness or the~~ discovery of additional material weaknesses could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our Class A common stock. **Although Even if we implemented additional** ~~are successful in strengthening our~~ controls and procedures **to remediate the material weakness described above**, in the future those controls and procedures may not be adequate to prevent or detect material misstatements in our interim or annual consolidated financial statements due to fraud or errors. Risks Related to ~~life of 3.6 years on a straight-line basis.~~ ~~Creator advances, net, including noncurrent balances, were \$ 0.7 million and \$ 0.9 million as of December 31, 2022 and December 31, 2021, respectively. We pay these advances based on the expectations of future ticket sales on our platform by such creators. We make the decision to make these payments based on our assessment of the past success of the creator, past event data, future events the creator is producing and other financial information. We customarily include commercial and legal protections in our contracts that include advances, such as issuing the advance only after the creator begins selling tickets on our platform and requiring a third-party to guarantee the obligations and liabilities of the creator receiving such a payment, to mitigate the financial risk of making these payments. However, event performance may vary greatly from year to year and from event to event. If our assumptions and expectations with respect to event performance prove wrong or our~~ **Indebtedness** if a counterparty defaults or an event is not successful or is canceled, our return on these advances will not be realized and our ~~business, results of operations and financial condition could be harmed.~~ We may not be able to generate sufficient cash flows or raise the additional capital necessary to fund our operations or other liquidity needs. As of December 31, ~~2022~~ **2023**, we had cash and cash equivalents of \$ ~~539.489~~ **3.2** million, of which \$ ~~309.259~~ **3.2** million was cash held on behalf of and due to our creators. ~~Our net revenue for the year ended December 31, 2020 was \$ 106.0 million, a decrease of \$ 220.8 million from the year ended December 31, 2019. Our net revenues were \$ 326.1 million and \$ 260.9 million and \$ 187.1 million for the year ended December 31, 2023 and 2022 and 2021, respectively, and the net cash provided by operating activities was \$ 19.0 million and \$ 8.6 million and \$ 85.8 million for the year ended December 31, 2023 and 2022 and 2021, respectively. We may need to raise additional funds, and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. Our ability to obtain financing will depend on a number of factors, including:~~ • general economic and capital market conditions, including **increased interest rates as a result of the COVID-19 pandemic**; • the availability of credit from banks or other lenders; • investor confidence in us; and • our results of operations. We cannot assure you that our business will generate sufficient cash flow from operations, or that we will be able to obtain financing, in an amount sufficient to fund our operations or other liquidity needs. If we raise additional equity financing, our security holders may experience significant dilution of their ownership interests, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock and Class B common stock. In June 2020, we issued \$ 150.0 million aggregate principal amount of 5.000

% convertible senior notes due 2025 (2025 Notes), and in March 2021, we issued \$ 212.75 million aggregate principal amount of 0.750 % convertible senior notes due 2026 (2026 Notes and, together with the 2025 Notes, the Convertible Notes). The Convertible Notes and any additional funding from debt financings may make it more difficult for us to operate our business because a portion of our cash generated from internal operations will be used to make principal and interest payments on the indebtedness and we are, or may be, obligated to abide by restrictive covenants contained in the debt financing agreements. See the risk factor below titled “ Substantial levels of indebtedness could adversely affect our cash flow and our ability to operate our business and to fulfill our obligations under our indebtedness —” **for additional information.** If we need additional capital and cannot raise it on acceptable terms, if at all, we may not be able to, among other things: • develop and enhance our platform and solutions; • continue to expand our technology development, sales and marketing organizations; • **continue to expand to other geographical locations; • attract new creators, consumers and a catalog of highly popular events;** • hire, train and retain employees; • respond to competitive pressures or unanticipated working capital requirements; or • pursue acquisition opportunities. Our inability to do any of the foregoing could reduce our ability to compete successfully and could have an adverse effect on our business. **financial condition and results of operations. Substantial levels of indebtedness could adversely affect our cash flow and our ability to operate our business and to fulfill our obligations under our indebtedness.** We have substantial outstanding debt, and we may incur additional indebtedness to meet future financing needs. Our substantial levels of indebtedness increase the possibility that we may not generate enough cash flow from operations to pay, when due, the principal of, interest on or other amounts due in respect of, these obligations. Other risks relating to long-term indebtedness include: • increased vulnerability to general adverse **global and regional** economic and industry conditions; • a need to divert a significant portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of cash to fund working capital, capital expenditures, acquisitions, investments and other general corporate purposes; • limited ability to obtain additional financing, on terms we find acceptable, if needed, for working capital, capital expenditures, expansion plans and other investments, which may adversely affect our ability to implement our business strategy; • limited flexibility in planning for, or reacting to, changes in our businesses and the markets in which we operate or to take advantage of market opportunities; • diluting the interests of our existing stockholders as a result of issuing shares of our Class A common stock upon conversion of the Convertible Notes; and • a competitive disadvantage compared to our competitors that have less debt or have better access to capital. Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the Convertible Notes, and our cash needs may increase in the future. In addition, any future indebtedness that we may incur may contain financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. If we fail to comply with these covenants or to make payments under our indebtedness when due, then we would be in default under that indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full. We may not have the ability to raise the funds necessary for cash settlement upon conversion of the Convertible Notes or to repurchase the Convertible Notes for cash following a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the Convertible Notes or to repurchase the Convertible Notes. Subject to limited exceptions, holders of the Convertible Notes have the right to require us to repurchase their Convertible Notes upon the occurrence of a fundamental change (as defined in the indenture governing the Convertible Notes) at a cash repurchase price generally equal to the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, upon conversion of the Convertible Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Convertible Notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Convertible Notes surrendered therefor or pay the cash amounts, if any, due upon conversion. In addition, our ability to repurchase the Convertible Notes or to pay cash upon conversions of the Convertible Notes may be limited by applicable law, by regulatory authorities or by agreements governing our future indebtedness. Our failure to repurchase the Convertible Notes at a time when such repurchase is required by the indenture governing the Convertible Notes or settle future conversions of the Convertible Notes as required by the indenture would constitute a default under such indenture. A default under the indenture or the fundamental change itself may also lead to a default under agreements governing our existing or future indebtedness, which may result in such existing or future indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under such existing or future indebtedness and repurchase the Convertible Notes or make cash payments due, if any, upon conversions thereof. The accounting method for the Convertible Notes could adversely affect our reported financial condition and results. The accounting method for reflecting the Convertible Notes on our balance sheet, accruing amortized interest expense for the Convertible Notes and reflecting the underlying shares of our Class A common stock in our reported diluted earnings per share may adversely affect our reported earnings and financial condition. For the fiscal year beginning January 1, 2021, we ~~have~~ elected to early adopt new accounting guidance that was recently released that simplifies the accounting for convertible debt that may be settled in cash. As a result, we ~~expect to~~ record the Convertible Notes entirely as a liability on our balance sheet, net of issuance costs incurred, with interest expense reflecting the cash coupon plus the amortization of the capitalized issuance costs. Additionally, the new guidance modifies the treatment of convertible debt securities that may be settled in cash or shares by requiring the use of the “ if- converted ” method. Under that method, diluted earnings per share would generally be calculated assuming that all the Convertible Notes were converted solely into shares of Class A common stock at the beginning of the reporting period, unless the result would be anti- dilutive. In addition, in the future, we may, in our sole discretion, irrevocably elect to settle the conversion value of the Convertible Notes in cash up to the principal amount being converted. Following such an

irrevocable election, if the conversion value of the Convertible Notes exceeds their principal amount for a reporting period, then we will calculate our diluted earnings per share by assuming that all of the Convertible Notes were converted at the beginning of the reporting period and that we issued shares of our Class A common stock to settle the excess, unless the result would be anti-dilutive. The application of the if-converted method may reduce our reported diluted earnings per share. Furthermore, if any of the conditions to the convertibility of the Convertible Notes are satisfied, then, under certain conditions, we may be required under applicable accounting standards to reclassify the liability carrying value of the Convertible Notes as a current, rather than a long-term, liability. This reclassification could be required even if no noteholders convert their Convertible Notes and could materially reduce our reported working capital. The capped call transactions may affect the value of the Convertible Notes and our Class A common stock. In connection with the offering of the 2025 Convertible Notes, we entered into the 2025 Capped Calls, and in connection with the offering of the 2026 Notes, we entered into the 2026 Capped Calls (collectively, the Capped Calls, and the financial institutions party thereto, the Option Counterparties). The Capped Calls are expected generally to reduce potential dilution to our Class A common stock upon any conversion of the Convertible Notes and / or offset any cash payments we are required to make in excess of the principal amount of converted Convertible Notes, as the case may be, with such reduction and / or offset subject to a cap. We have been advised that in connection with establishing their initial hedges of the Capped Calls, the Option Counterparties or their respective affiliates entered into various derivative transactions with respect to our Class A common stock and / or purchased shares of our Class A common stock concurrently with or shortly after the offering of the relevant Convertible Notes. In addition, we have been advised that the Option Counterparties and / or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our Class A common stock and / or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions at any time prior to the maturity of the relevant Convertible Notes (and are likely to do so following any conversion of the relevant Convertible Notes, any repurchase of the relevant Convertible Notes by us on any fundamental change repurchase date, any redemption date or any other date on which the relevant Convertible Notes are repurchased by us, in each case if we exercise our option to terminate the relevant portion of the relevant Capped Calls). This activity could cause or avoid an increase or a decrease in the market price of our Class A common stock. We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of the Convertible Notes or our Class A common stock. In addition, we do not make any representation that the **Option Counterparties will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice. Provisions in the indentures governing the Convertible Notes could delay or prevent an otherwise beneficial takeover of us. Certain provisions in the Convertible Notes and the indentures governing the Convertible Notes could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a fundamental change (as defined in the indentures governing the Convertible Notes), then noteholders will have the right to require us to repurchase their Convertible Notes for cash. In addition, if a takeover constitutes a make-whole fundamental change (as defined in the indentures governing the Convertible Notes), then we may be required to temporarily increase the conversion rate. In either case, and in other cases, our obligations under the Convertible Notes and the indentures governing the Convertible Notes could increase the cost of acquiring us or otherwise discourage a third-party from acquiring us or removing incumbent management, including in a transaction that noteholders or holders of our common stock may view as favorable.** **Risks Related to Ownership of Our Class A Common Stock** We have a limited operating history in..... results of operations will be harmed. The market price of our Class A common stock may be volatile and may decline regardless of our operating performance. ~~Prior to our initial public offering, there was no public market for shares of our Class A common stock.~~ The market prices of the securities of **technology** ~~other newly public~~ companies have ~~historically~~ been highly volatile. The market price of our Class A common stock has in the past, and may in the future, fluctuate significantly in response to numerous factors, many of which are beyond our control, including, but not limited to: • overall performance of the equity markets and / or publicly-listed technology companies; • actual or anticipated fluctuations in our net revenue or other operating metrics; • changes in the financial projections we provide to the public or our failure to meet these projections; • failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company or our failure to meet the estimates or the expectations of investors; • the economy as a whole and market conditions in our industry; • rumors and market speculation involving us or other companies in our industry; • announcements by us or our competitors of significant innovations, acquisitions, strategic partnerships, joint ventures or capital commitments; • new laws or regulations or new interpretations of existing laws or regulations applicable to our business; • lawsuits threatened or filed against us; • recruitment or departure of key personnel; and • other events or factors, including those resulting from war, public health concerns and epidemics, incidents of terrorism or responses to these events. In addition, **extreme price and volume fluctuations in the stock markets have affected and continue to affect many technology companies' stock prices. Often, their-- the stock prices have fluctuated in ways unrelated or disproportionate to the companies' operating performance.** The global stock markets have experienced, and may continue to experience, significant volatility, and the price of our Class A common stock has been volatile and has decreased significantly. **Certain macroeconomic factors** ~~The COVID-19 pandemic~~ and other geopolitical events have had, and are likely to continue to have, a significant effect on the market price of securities generally, including our Class A common stock. In the past, stockholders have filed securities class action litigation following periods of market volatility. ~~See the risk factor above titled "Unfavorable outcomes in legal proceedings may harm our business and results of operations."~~ Moreover, because of these fluctuations, comparing our results of operations on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our net revenue or results of operations fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the

price of our Class A common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated net revenue or earnings forecasts that we may provide. The dual class structure of our common stock has the effect of concentrating voting control with our directors, executive officers and their affiliates and that may depress the trading price of our Class A common stock. Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. As of December 31, 2022-2023, our directors, executive officers and stockholders holding more than 5 % of our outstanding shares, and their affiliates, beneficially owned in the aggregate a **substantial** ~~very large~~ majority of the voting power of our capital stock. Because of the ten- to- one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively will continue to control a majority of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders for approval until September 20, 2028, the date that is the ten- year anniversary of the closing of our IPO. This concentrated control will limit or preclude our 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 feel are in your best interest as one of our stockholders. Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. 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. ~~In addition, certain index providers, such as S & P Dow Jones, have restrictions on including companies with multiple- class share structures in certain of their indices. Accordingly, the dual class structure of our common stock makes us ineligible for inclusion in certain indices and, as a result, mutual funds, exchange- traded funds and other investment vehicles that attempt to passively track those indices may not invest in our Class A common stock and may make our Class A common stock less attractive to other investors. It is possible that these policies may depress valuations of publicly- traded companies excluded from such indices, as compared to similar companies that are included. As a result, the market price of our Class A common stock could be harmed. Commencing December 31, 2019, we are no longer an “ emerging growth company,” and the reduced disclosure requirements applicable to emerging growth companies no longer apply to us. On June 28, 2019, the market value of our common stock that was held by non- affiliates exceeded \$ 700 million, so we no longer qualified for emerging growth company status as of December 31, 2019. As a large- accelerated filer, we are now subject to certain disclosure requirements that are applicable to other public companies that were not applicable to us as an emerging growth company. These requirements include: • compliance with the auditor attestation requirements in the assessment of our internal control over financial reporting; • compliance with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements; • full disclosure obligations regarding executive compensation; and • compliance with the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Compliance with these additional requirements may increase our compliance and financial reporting expenses and may divert management’s attention from other aspects of our business. Failure to comply with these requirements could subject us to enforcement actions by the SEC, which could divert management’s attention, damage our reputation and harm our business, results of operations or financial condition.~~ If securities or industry analysts do not publish or cease publishing research, or publish inaccurate or unfavorable research, about our business, the price of our Class A common stock and trading volume could decline. The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If industry analysts cease publishing research on our company, the trading price for our Class A common stock would be negatively affected. If one or more 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 would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us on a regular basis, demand for our Class A common stock could decrease, which might cause our Class A common stock price and trading volume to decline. ~~Sales of substantial amounts of our Class A common stock in the public markets, or the perception that sales might occur, could cause the market price of our Class A common stock to decline. Sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers, and principal stockholders, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline. As of February 21, 2023, we had 81, 935, 793 shares of Class A common stock outstanding and 17, 640, 167 shares of Class B common stock outstanding. Sales of our common stock may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause our stock price to fall and make it more difficult for you to sell shares of our common stock.~~ Our issuance of additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise will dilute all other stockholders. If we issue additional capital stock in connection with financings, acquisitions, investments, equity incentive plans or otherwise, our existing stockholders could experience significant dilution .~~For example, in connection with the execution of the credit agreement we entered into in May 2020, we issued and sold 2, 599, 174 shares of Class A common stock for a purchase price of \$ 0. 01 per share, resulting in dilution to our equity holders.~~ We may also raise capital through additional equity or equity- linked financings. In addition, the conversion of some or all of our Convertible Notes may dilute the ownership interests of existing stockholders to the extent we deliver shares upon any conversion of the Convertible Notes. Any sales in the public market of our Class A common stock issuable upon such conversion could adversely affect prevailing market prices of our Class A common stock. The existence of the Convertible Notes also may encourage short selling by market participants because the conversion of the Convertible Notes could be used to satisfy short positions. The anticipated conversion of the Convertible Notes into shares of our Class A common stock could also depress the price of our Class A common stock. We also ~~expect to~~

grant equity awards to employees, directors and consultants under our stock incentive plans. As part of our business strategy, we may acquire or make investments in complementary companies, products or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our Class A common stock to decline. We do not intend to pay dividends on our Class A common stock and, consequently, the ability of Class A common stockholders to achieve a return on investment will depend on appreciation in the price of our Class A common stock. We have never declared or paid any dividends on our capital stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, Class A common stockholders may only receive a return on ~~your~~ **their** investment in our Class A common stock if the market price of our Class A common stock increases. Provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current board of directors and limit the market price of our Class A common stock. Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that: • provide that our board of directors be classified into three classes of directors with staggered three- year terms; • permit the board of directors to establish the number of directors and fill any vacancies and newly ~~—~~created directorships; • require super- majority voting to amend some provisions in our amended and restated certificate of incorporation and amended and restated bylaws; • authorize the issuance of “ blank check ” preferred stock that our board of directors could use to implement a stockholder rights plan; • provide that only the Chairperson of our board of directors, our Chief Executive Officer, or a majority of our board of directors is authorized to call a special meeting of stockholders; • provide for a dual class common stock structure in which holders of our Class B common stock have the ability to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our Class A and Class B common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets; • prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; • provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and • advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings. Moreover, Section 203 of the Delaware General Corporation Law may discourage, delay, or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15 % or more of our common stock. Our amended and restated bylaws designate certain state or federal courts as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit stockholders’ ability to obtain a favorable judicial forum for disputes with us. Our amended and restated bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, in the event that the Court of Chancery does not have jurisdiction, the federal district court or other state courts located within the State of Delaware) will be the exclusive forum for: • any derivative action, suit or proceeding brought on our behalf; • any action, suit or proceeding 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. Our amended and restated bylaws also provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. These provisions are intended to benefit and may be enforced by us, our officers and directors, the underwriter for any offering giving rise to such complaint, and any other professional or entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying this offering. Notwithstanding the foregoing, these provisions do 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 of the United States have exclusive jurisdiction. These provisions 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 or other employees, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, ~~results of operations and~~ **and results of operations . 35**