Risk Factors Comparison 2024-02-29 to 2023-03-01 Form: 10-K

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In addition to other information in this Annual Report on Form 10- K and in other filings we make with the Securities and Exchange Commission, the following risk factors should be carefully considered in evaluating our business as they may have a significant impact on our business, operating results and financial condition. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. Because of the following factors, as well as other variables affecting our operating results, past financial performance should not be considered as a reliable indicator of future performance and investors should not use historical trends to anticipate results or trends in future periods. Our Risk Factors are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part. Risks Related to Our Business The markets in which we participate are intensely competitive, and if we cannot compete effectively against current and future competitors, including government- run health insurance exchanges, our business, operating results and financial condition could suffer. The market for selling health insurance plans is characterized by intense competition, and we face challenges associated with evolving distribution models, industry and regulatory standards, customer price sensitivity and macro **-** economic conditions. To remain competitive against our current and future competitors, we need to continue to enhance the online health insurance shopping experience and functionalities of our website and ~~customer care~~ **advisor enrollment** operations that our current and future customers may use to purchase health insurance products from us. We also need to work with the health insurance carriers to be able to offer a variety of quality health insurance plans on our platform from which our customers may choose. We will also need to market our services effectively and drive a substantial number of consumers interested in purchasing health insurance to our website and ~~customer care~~ **advisor enrollment** centers during the relevant enrollment periods in a cost- effective manner. We compete with government- run health insurance exchanges, among others, with respect to our sale of Medicare- related and **employer and** individual ~~and family~~ health insurance **plans** . The federal government operates a website where Medicare beneficiaries can purchase Medicare Advantage and Medicare Part D prescription drug plans or be referred to carriers to purchase Medicare Supplement plans. We also compete with the original Medicare program. The **federal government also operates** ~~Affordable Care Act exchanges have~~ websites where individuals and small businesses can purchase health insurance, and they also have offline customer support and enrollment capabilities. Our competitors also include local insurance agents across the United States who sell health insurance plans in their communities, companies that advertise primarily through television, and companies that operate call centers or websites that provide quote information or the opportunity to purchase health insurance telephonically or online, including lead aggregator services. Although we work with many health insurance carriers on marketing and selling their insurance plans on their behalf, many of them also compete with us by directly marketing and selling their plans to consumers through call centers, Internet advertising and their own websites. In recent years, we have also seen increased competition from national telesales insurance brokers. Some of our current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, technical, marketing and other resources than we do. As compared to us, our current and future competitors may be able to undertake more extensive marketing campaigns for their brands and services, devote more resources to website and systems development, negotiate more favorable commission rates and commission override payments ~~,~~ and make more attractive offers to potential employees, marketing partners and third- party service providers. Competitive pressures from government- run health insurance exchanges and other competitors may result in our experiencing increased marketing costs, especially during the Medicare annual enrollment period, decreased demand and loss of market share, increased health insurance plan termination and member turnover, reduction in our membership or revenue and may otherwise harm our business, operating results and financial condition. Our business may be harmed if we lose our relationship with health insurance carriers or our relationship with health insurance carriers is modified. The success of our business depends upon our ability to enter into new and maintain existing relationships with health insurance carriers on favorable economic terms. Any impairment of our relationship with, or the material financial impairment of, these health insurance carriers or our inability to enter into new relationships with other health insurance carriers could adversely affect our business, operating results and financial condition. Our contractual relationships with health insurance carriers are typically non-exclusive and terminable on short notice by either party for any reason. In many cases, health insurance carriers may also amend the terms of our agreements unilaterally, including commission rates, on short notice. Health insurance carriers may decide to reduce our commissions, rely on their own internal distribution channels to sell their own plans, determine not to sell their plans or otherwise limit or prohibit us from selling their plans. Carriers may also amend our agreements with them for a variety of reasons, including for competitive or regulatory reasons, dissatisfaction with the economics of the members that we place with them or because they do not want to be associated with our brand. In particular, the laws and regulations applicable to the business of selling Medicare- related **plans** ~~health insurance~~ are complex and frequently change. If we or our **benefit advisors** ~~health insurance agents~~ violate any of the requirements imposed by **the U. S. Centers for Medicare & Medicaid Services (“** CMS **”)** , or applicable federal or state laws or regulations, health insurance carriers may terminate their relationship with us or require us to take corrective action if our Medicare product sales or marketing give rise to too many complaints. The termination of our relationship with a health insurance carrier, the reduction of commission rates, or the amendment of or change in our relationship with a carrier has in the past reduced, and may in the future reduce, the variety, quality and affordability of health insurance plans we offer, cause a loss of commission payments, including commissions for past and / or future sales, cause a

reduction in the estimated constrained lifetime values (**" "** LTVs **" "**) we use for revenue recognition purposes, result in a loss of existing and potential members, adversely impact our profitability or have other adverse impacts, which could harm our business, operating results and financial condition. Health insurance carriers may also determine to exit certain states or **markets, or** increase premiums to a significant degree, which could cause our members' health insurance **plans** to be terminated or our members to purchase new health insurance **plans** or determine not to pay for health insurance at all. If we lose these members, our business, operating results and financial condition could be harmed. We derive a significant portion of our revenue from a small number of health insurance carriers, and any impairment of our relationship with them or impairment of their business could adversely affect our business, operating results and financial condition. Our revenue has been concentrated in a small number of health insurance carriers and we expect that a small number of health insurance carriers will continue to account for a significant portion of our revenue for the foreseeable future. For example, Humana, UnitedHealthcare ~~,~~ **and** Aetna **accounted for 27 %, 23 %** and ~~Centene~~ **15 %, respectively, of our total revenue for the year ended December 31, 2023, and** accounted for 23 %, 22 % ~~, and~~ 12 ~~% and 8~~ %, respectively, of our total revenue for the year ended December 31, 2022 ~~, and accounted for 19 %, 20 %, 18 % and 12 %, respectively, of our total revenue for the year ended December 31, 2021. The same carriers accounted for 22 %, 21 %, 15 % and 10 %, respectively, of our total revenue for the year ended December 31, 2020~~ . As discussed elsewhere in this Risk Factors section, our contractual relationships with health insurance carriers are typically non- exclusive and terminable on short notice by either party for any reason. In particular, given the concentration of our Medicare plan sales in a small number of carriers, if we lose a relationship with a health insurance carrier to market their Medicare plans, even temporarily, or if the health insurance carrier loses its Medicare product membership **or their ability to conduct business is otherwise impaired** , our business, operating results and financial condition ~~would~~ **could** be harmed. If we are unable to successfully attract and convert qualified prospects into members for whom we receive commissions, our business, operating results and financial condition would be harmed. We derive our revenues primarily from commission payments paid to us by health insurance carriers for Medicare- related health insurance and individual and family health insurance plans that have been purchased by members through our services. Our business success depends in large part on our ability to attract qualified prospects into our enrollment platform and provide a relevant and reliable experience in a cost- effective manner to convert such prospects into paying members for whom we receive commissions. We employ different marketing channels and may from time to time adjust our member acquisition strategy to attract visitors to our website and communicate with customers who contact our ~~call~~ **advisor enrollment** centers. If our ability to market and sell Medicare- related health insurance and individual and family health insurance is constrained during the Medicare or individual and family health insurance enrollment periods for any reason, such as technology failures, interruptions in the operation of our ecommerce or telephony platforms, reduced allocation of resources, or any inability to timely employ, license, train, certify and retain our employees to sell health insurance, we could acquire fewer members, suffer a reduction in our membership, and our business, operating results and financial condition could be harmed. Our business may also be adversely affected by changes in the mix of products and services that we offer on our platform, changes in the mix of consumers who are referred to us through our direct ~~,~~ marketing **, marketing partners and strategic** partner **marketing** ~~and online advertising~~ member acquisition channels, including the quality of sales leads, and by seasonal influences. In addition, adverse market events or economic conditions, such as inflation and rising unemployment levels, could impact consumer behavior and demand for health insurance. If more consumers decide to delay enrollment or decrease or discontinue coverage under plans sold through us, our business, operating results and financial condition would be adversely affected. We have taken and may take additional actions to improve the customer experience, enhance accuracy of plan recommendations, reduce rapid disenrollment and beneficiary complaints, and improve the quality of our enrollments **and conversion rates** . Although we have in the past invested, and may from time to time invest, in various areas of our business, including technology and content, customer care and enrollment, and marketing and advertising to improve the quantity and quality of our membership enrollment in advance of enrollment periods, such investment may not result in a ~~significant~~ **significantly improved** number of approved and paying members or may not be as cost- effective as we anticipated. Our **business may be harmed if we do not enroll subsidy- eligible individuals through government- run health insurance exchanges efficiently. In order to offer the qualified health plans that individuals and families must purchase to receive Affordable Care Act subsidies, we must meet certain conditions, such as receiving permission to do so from the applicable government health insurance exchange, entering into or maintaining an agreement with the health insurance exchange or a partner of the exchange, ensuring that the enrollment and subsidy application is completed through the health insurance exchange and complying with privacy, security and other standards. In the event Internet- based agents and brokers such as us use the Internet for completion of qualified health plan selection purposes, their websites may be required to meet certain additional requirements. To help manage additional expenses and regulatory burdens associated with enrolling individuals and families into qualified health plans, we rely on a third- party vendor to help comply certain aspects of the relevant requirements, and our qualified plan enrollments are made predominantly through the Federally Facilitated Marketplace (" FFM "), which currently runs all or part of the health insurance exchange in 32 states. We may experience difficulty in satisfying the conditions and requirements to offer qualified health plans to our existing members and new potential members and in getting them enrolled through the FFM or any similar state- based exchange. The FFM may at any time cease allowing us or our third- party vendor to enroll individuals in qualified health plans or change the requirements for doing so, or relevant government regulations or agencies may prevent us from efficiently working with our third- party vendor, including timely receiving and using data from our third- party vendor. In addition, we may be unsuccessful in maintaining a relationship with our third- party vendor who is approved to use the process, and we may not be able to enroll individuals into qualified health plans through the FFM or could be required to use an inferior process to do so. The number of states using the FFM may also decrease in the future, reducing our ability to enroll members through the FFM. In addition, if we are not able to maintain solutions to**

integrate with government- run health insurance exchanges or if the health insurance exchange websites and other processes are unstable or not consumer friendly, efficient and compatible with the process we have adopted for enrolling individuals and families into qualified health plans through the exchanges, we would not be successful in retaining and acquiring members, and our business, operating results and financial ~~members~~ **condition** ~~could~~ **would** be ~~negatively impacted,which would harm~~ **harmed** ~~our business,operating results and financial condition~~ .Similarly for states that use state-based exchanges instead of the FFM,we may not be able to establish or maintain stable,consumer friendly,efficient or compatible legal arrangements or technical processes to enroll members in qualified health plans through such state- based exchanges,either directly with the governmental entities running such state- based exchanges or through appropriate third parties that allow us to access such state- based exchanges.If we are **not** ~~unable~~ -- **able** to ~~adapt~~ **satisfy these conditions and requirements,** ~~our~~ - **or** ~~operations~~ **if we are not able to successfully adopt and maintain solutions** in a timely,efficient and cost- effective manner to respond to changing circumstances to allow us to continue to effectively enroll **large numbers of** members through the FFM and state- based exchanges, **we could lose existing members and fail to attract new members and may incur additional expense,which would harm** our business ~~may be adversely affected.Our commission revenue could be negatively impacted by changes in our estimated conversion rate of an approved member to a paying member~~ , **operating** results **and financial condition. Our business, operating results and financial condition** will be adversely impacted if we are unable to retain our existing members. We receive commissions from health insurance carriers for health insurance plans sold through us. When one of these plans is canceled, or if we otherwise do not remain the agent on the plan, we no longer receive the related commission payment. Health insurance carriers may choose to discontinue their health insurance plans for a variety of reasons, and when members update their health insurance plan, they may also select a different plan that is not sold through us, or we are otherwise no longer the agent on the plan. Consumers may also purchase individual and family and Medicare-related health insurance plans directly from other sources, such as our competitors, and we would not remain the agent on the policy and receive the related commission. Our ability to grow and retain our membership depends on various factors, including agent productivity, the ability of enrollees to change their health plan outside of the Medicare annual enrollment period, the source of referrals and their enrollment experience **. If agent productivity and member retention rates decline, our business, operating results and financial condition could be harmed** . In addition, extended enrollment periods could lead to increased termination rates in the future, which could adversely impact our business, operating results and financial condition. Any decrease in the amount of time we retain our members on the health insurance plans that they purchased through us could adversely impact the estimated constrained LTVs we use for purposes of recognizing revenue, which would harm our business, operating results and financial condition. If we experience higher health insurance plan termination rates than we estimated when we recognized commission revenue, we may not collect all of the related commissions receivable, which could result in a reduction in LTV and a write- off of contract assets- commissions receivable, which would harm our business, operating results and financial condition. **Our marketing efforts may not be successful or may become more expensive, either of which could adversely affect our business, operating results and financial condition. We spend significant resources on our marketing efforts, which may not be successful or may become more expensive, either of which could adversely affect our business, financial condition, results of operations, and cash flows. Any decrease in the amount or effectiveness of our marketing efforts could lead to lower revenue or growth and profitability of this business. We depend on our marketing partners for referring potential consumers to our ecommerce platform and advisor enrollment centers. The success of our relationship with a marketing partner is dependent on a number of factors, including but not limited to the continued positive market presence, reputation and growth of the marketing partner, the effectiveness of the marketing partner in marketing our website and services, the compliance of each marketing partner with applicable laws, regulations and guidelines, the contractual terms we negotiate with our marketing partners, including the marketing fees we agree to pay, and our ability to accurately and timely track, pay and manage marketing partners. These marketing partners include financial and online services companies, affiliate organizations, online advertisers and content providers, and other marketing vendors. We also have relationships with strategic marketing partners, including hospitals and pharmacy chains that promote our Medicare platforms to their customers as well as other provider groups, wellness, and other digital and affinity groups. We compensate many of our marketing partners for their referrals on either a submitted health insurance application basis or a per- referral basis or, if they are licensed to sell health insurance, we may share a percentage of the commission we earn from the health insurance carrier for each member referred by the marketing partner. We also have relationships with marketing partners that utilize aspects of our platform and tools. Given our reliance on our marketing partners, our business, operating results and financial condition would be harmed if we are unable to maintain successful relationships with high volume marketing partners as a result of increased competition for referrals or less commercially favorable terms. As discussed elsewhere in this Risk Factors section, the marketing and sale of Medicare plans are subject to numerous laws, regulations and guidelines at the federal and state level, and recent changes to the CMS marketing guidelines have resulted in a more complicated and time- consuming process for marketing material filing and the need to file a significantly greater number of our and our marketing partners' marketing materials with CMS. If our marketing partners' marketing materials do not comply with the CMS marketing guidelines or other Medicare program related laws, rules and regulations, such non-compliance could result in our losing the ability to receive referrals of individuals interested in purchasing Medicare-related plans from that marketing material or being delayed in doing so.** In ~~addition~~ **the event that CMS or a health insurance carrier requires changes to** , ~~if agent productivity~~ **disapproves or delays approval of these materials, we could lose a significant source of Medicare plan demand** and ~~member retention rates decline~~ **the operations of our Medicare business could be adversely affected. If we lose marketing partner referrals during the Medicare or individual and family health insurance enrollment periods, the adverse impact on our business would be significant. We depend upon**

Internet search engines and social media platforms to attract a significant portion of the consumers who visit our website. If we are unable to effectively advertise on search engines or social media platforms on a cost- effective basis , our business, operating results and financial condition could be harmed **. We derive a significant portion of our website traffic from consumers who search for health insurance through Internet search engines, such as Google, and through social media platforms, such as Facebook. A critical factor in attracting consumers to our website is whether we are prominently displayed in response to an Internet search relating to health insurance or on a social media platform. Search engines typically provide two types of search results: algorithmic listings and paid advertisements. We rely on both to attract consumers to our websites and otherwise generate demand for our services. If we are listed less prominently in, or removed altogether from, search result listings or if internet search engines become unavailable, the traffic to our websites would decline and we may not be able to replace this traffic, which would harm our business, operating results and financial condition. The use of alternative marketing channels could cause us to increase our marketing expenditures, which would also increase our cost of member acquisition and harm our business, operating results and financial condition. We have recently refreshed our brand identity and expect to continue to invest in maintaining our brand identity. We believe our brand identity will strengthen our relationships with existing, and help attract new, members, marketing partners and health insurance carriers. Some of our current and potential competitors have greater brand recognition and significantly greater financial, technical, marketing and other resources than we do, and they may try to replicate our efforts, competitively bid against our branded search terms to redirect traffic seeking our brand, or undertake more extensive marketing campaigns for their brands and services. Our brand promotion activities may not be successful in maintaining or attracting new members, marketing partners or health insurance carriers, and as a result, may not yield increased revenue. To the extent that these activities yield increased revenue, the increased revenue may not offset the expenses we incur, which could harm our business, operating results and financial condition. If our carrier advertising and sponsorship program is not successful, our business, operating results and financial condition could be harmed. We develop, host and maintain carrier dedicated Medicare plan websites and may undertake other marketing and advertising initiatives or perform other services through our Medicare plan advertising program. We also allow health insurance carriers to purchase advertising space for non- Medicare products on our website through our sponsorship program. The success of our sponsorship and advertising program depends on a number of factors, including the amount that health insurance carriers are willing to pay for advertising services, the effectiveness of the sponsorship and advertising program as a cost- effective method for carriers to obtain additional members, consumer demand for the health insurance carrier' s product, our ability to attract consumers to our ecommerce platform or our advisor enrollment centers and convert those consumers into members, and the cost, benefit and brand recognition of the health insurance plan that is the subject of the advertising, among others. To the extent that economic conditions, health care reform or other factors impact the amount health insurance carriers are willing to pay for advertising, our advertising and sponsorship program will be adversely impacted. In addition, increased carrier focus on the quality of enrollments and reduction in member complaints could adversely impact our ability to successfully negotiate and operate our sponsorship and advertising programs. Moreover, in light of the regulations applicable to the marketing and sale of Medicare plans, and given that these regulations are often complex, change frequently and are subject to changing interpretations or enforcement actions, we may in the future not be permitted to sell Medicare plan- related advertising services. If we are not successful in these areas or these factors are unfavorable to us, our business, operating results and financial condition could be harmed. In addition, since we maintain relationships with a limited number of health insurance carriers to sell their Medicare plans, our Medicare plan- related advertising revenue is concentrated in a small number of health insurance carriers, and our ability to generate Medicare plan- related advertising revenue would be harmed by the termination or non- renewal of any of these relationships as well as by a reduction in the amount a health insurance carrier is willing to pay for these services** . Our business is seasonal in nature, and if we are not successful in responding to changes in the seasonality of our business, our business, operating results and financial condition could be harmed. Due to the timing of Medicare and individual and family health plan annual enrollment periods, which may be subject to change from time to time, our financial results fluctuate and are not comparable from quarter to quarter. The Medicare annual enrollment period occurs from October 15 to December 7 each year, the individual and family health insurance open enrollment period occurs from November 1 through December 15 each year for most states, and the Medicare Advantage open enrollment period, during which Medicare- eligible individuals enrolled in a Medicare Advantage plan can switch to the original Medicare program or switch to a different Medicare Advantage plan, runs from January 1 through March 31 of each year. As a result, we have traditionally experienced an increase in the number of submitted Medicare-related applications and approved members during the fourth quarter and, to a lesser extent, in the first quarter, and an increase in Medicare plan related expense, including marketing and advertising expenses, during the third and fourth quarters in connection with the open enrollment periods. However, because commissions from approved customers are paid to us over time, our operating cash flows could be adversely impacted by a substantial increase in marketing and advertising expense. Changes in timing of the Medicare or individual and family health plan enrollment periods, adoption of new or special enrollment periods, changes in eligibility and subsidies applicable to the purchase of health insurance, and changes in the laws and regulations that govern the sale of health insurance may occur from time to time and we may not be able to timely adjust to changes in the seasonality of our business, ~~and~~ **which could harm** our business, operating results and financial condition ~~could be harmed~~ . Changes in our management or key employees could affect our business **, operating results** and financial ~~results~~ **condition** . Our success is dependent upon the performance of our senior management and our ability to attract and retain qualified personnel for all areas of our organization. We may not be successful in attracting and retaining personnel on a timely basis, on competitive terms or at all ~~. If we are unable to attract and retain the necessary personnel, our business would be~~

~~harmed~~ . Our executive officers and employees can terminate their employment at any time, and the loss of these individuals could harm our business, especially if we are not successful in developing adequate succession plans. In recent years, we have appointed several new executive officers **and other senior leaders** across multiple functions, and we may have additional changes in the future. ~~For example, in 2022, we have appointed a new chief operating officer and chief transformation officer, a new chief accounting officer, a new general counsel, a new chief marketing officer, a new chief people officer and a new chief financial officer. In 2023, we also appointed a new chief digital officer.~~ The transition and the departure of members of our senior management could result in additional attrition in our senior management and key personnel, and any significant change in leadership over a short period of time could harm our business, operating results and financial condition. We also depend on a relatively small number of **employees** ~~licensed health insurance agents~~ for certain key roles, and the loss of such key employees could harm our business. For example, we are required to appoint a single designated writing agent with each insurance carrier. A small number of our employees act as writing agent and each employee that acts as writing agent does so for a number of carriers. When an employee that acts as writing agent terminates their employment with us, we need to replace such writing agent with another employee who has health insurance licenses. Due to our national reach and the large number of carriers whose plans are purchased by our members, the process of changing writing agents has in the past taken and could take a significant period of time to complete. If the transition is not successful, our ability to sell health insurance plans may be interrupted, our agency relationship with particular insurance carriers may be terminated, our commission payments could be discontinued or delayed and, as a result, our business, operating results and financial condition ~~would~~ **could** be harmed. Our business success depends on our ability to timely hire, train and retain qualified licensed ~~health~~ insurance agents **, or benefit advisors, and other personnel** to provide superior customer service and support our strategic initiatives while also controlling our labor costs. Our omnichannel consumer engagement platform enables customers to discover, compare and purchase a health insurance plan using our proprietary online search engine as well as receive assistance of a licensed insurance agent, **or benefit advisor,** by telephone, online chat or through a hybrid online assisted interaction such as co- browsing. Our ~~customer care~~ **advisor enrollment** center operations ~~is~~ **are** critical to our success and dependent on our ability to recruit, hire, train and effectively manage our licensed **benefit advisors** ~~health insurance agents~~ and other employees. **To** ~~In order to~~ sell Medicare-related health insurance ~~plans~~ **products** , our **benefit advisors** ~~health insurance agent employees~~ must be licensed by the states in which they are selling plans and certified and appointed with the health insurance carrier that offers the plans in each applicable state. We depend upon our employees, state departments of insurance, government exchanges and health insurance carriers for the licensing, certification and appointment of our **benefit advisors** ~~health insurance agents~~ . We may experience difficulties hiring **and retaining** a sufficient number of ~~licensed agents~~ **benefit advisors** and **support staff** ~~retaining existing licensed agents~~ during the year and especially for the Medicare annual enrollment period. ~~If we are not successful in these regards, our ability to sell Medicare- related health insurance plans will be impaired during the Medicare annual enrollment period, which would harm our business, operating results and financial condition.~~ Even if we are successful in hiring **and retaining** licensed ~~health insurance agents~~ **benefit advisors and support staff** , our success depends on the productivity of these ~~health insurance agents~~ **individuals that operate our advisor enrollment centers** . Failure to retain, train and ensure the productivity of our ~~health insurance agents~~ **benefit advisors and other employees** could result in lower **-** than **-** expected sold plans, conversion rates and revenue, higher costs of acquisition per member and higher plan termination rates, any of which could harm our business, operating results and financial condition. If our **benefit advisors** ~~health insurance agents~~ do not perform to the standards we expect of them or if we do not generate sufficient call volumes for our **benefit advisors** ~~health insurance agents~~ to remain productive, our sold plan volume, conversion and retention rates could be negatively impacted, and our business, operating results and financial condition would be harmed. If investments we make in our ~~call~~ **advisor enrollment** center operations do not result in the returns we expected when making those investments, we could acquire fewer members, suffer a reduction in our membership, and our business, operating results and financial condition ~~would~~ **could** be harmed **. Given that our business is seasonal in nature, if we are not successful in hiring, training and retaining qualified benefit advisors and support staff, our benefit advisors do not perform to high standards or our investments in our advisor enrollment center operations do not result in expected returns, among other factors discussed in this risk factor, our ability to sell Medicare- related health insurance plans will be impaired during the Medicare annual enrollment period, which would harm our business, operating results and financial condition** . Our business may be harmed if we are not successful in executing on our operational and strategic plans, including our growth strategies, cost- saving and enrollment quality initiatives. Our future performance depends in large part upon our ability to execute our operational and strategic plans. Our success depends in large part on our ability to develop and improve products and services. We have in the past invested and may make significant investments in marketing and advertising, technology **and content** , customer care and enrollment. Our growth strategy also involves investment in the development of new offerings and initiatives that differentiate us from our competitors, **including those aimed at increasing the effectiveness of our sales** and ~~accordingly, we~~ **marketing organizations. We** may also enter into strategic partnerships aligned with our business and growth objectives. Pursuing and investing in these initiatives may increase our expenses and our organizational complexity, divert management ~~'~~ **'** s attention from other business concerns and also involve risks and uncertainties described elsewhere in this Risk Factors section, including the **failure of our** initiatives ~~not~~ **to** ~~achieving~~ **achieve** our retention, cost- savings, growth or profitability targets, inadequate return of capital on our investments, legal and regulatory compliance risks, potential changes in laws and regulations and other issues that could cause us to fail to realize the anticipated benefits of our investments and incur unanticipated liabilities. If we are not successful in executing on our operational and strategic plans or if we do not realize the expected benefits of our investments, our business, operating results and financial condition would be harmed. In addition, from time to time, we may initiate restructuring plans to implement cost savings initiatives or programs including, among other things, reductions in workforce **, rationalizing our cost structure** and other fixed and variable expenses. While such initiatives are intended to improve our operations through re-

engineering, reorganizing, and better deployment of marketing **expenses and other operating** expenses, we may not successfully realize the expected benefits of the actions that we have or may in the future take in connection therewith. A variety of risks could cause us not to realize some or all of the expected benefits of these or any other restructuring plans that we may undertake, including, among others, higher than anticipated costs in implementing such restructuring plans, management distraction from ongoing business activities, damage to our reputation and brand image, including negative publicity, workforce attrition beyond planned reductions and risks and uncertainties described elsewhere in this Risk Factors section. Even if we do implement and administer these plans in the manner contemplated, our estimated cost savings resulting therefrom are based on several assumptions that may prove to be inaccurate and, as a result, we cannot assure you that we will realize these cost savings. Our failure to effectively manage our operations and maintain our company culture as our business evolves and our work practices change could harm us. Our future operating results will depend on our ability to manage our operations. It is also important to our success that we hire qualified personnel and properly train and manage them, all while maintaining our corporate culture and spirit of innovation. If we are not successful in these efforts, our growth and operations could be adversely affected. In the third quarter of 2022, we adopted a remote first workplace model in the United States, meaning that, except for those employees whose job responsibilities require in- office work, none of our employees are required to work at the office. While we believe allowing employees to work remotely will help us attract and retain talent, transitioning to and operating as a remote first company could negatively impact employee productivity and morale, sales and marketing efforts, customer success efforts, and revenue growth rates or other financial metrics, or create operational or other challenges, any of which could adversely impact our business, financial condition ~~,~~ and operating results in any given period, especially if such disruption occurs during or in our preparation for the Medicare annual enrollment period or individual and family health insurance enrollment periods. **Technologies in our** ~~An increased number of~~ employees **'** ~~in a remote work environment may also exacerbate certain risks to our business, including an increased demand for information technology resources, increased risk of phishing and other cybersecurity attacks, and increased risk of unauthorized dissemination of sensitive personal information or proprietary or confidential information about us or our customers or other third parties. Our product development initiatives could also be negatively impacted by the prevalence of remote work. Technologies in our employees'~~ homes may also be more limited or less reliable than those provided in our offices. We may also be exposed to risks associated with the various locations of our remote employees, including compliance with local laws and regulations, and if employees fail to inform us of changes in their work location, we may be exposed to additional risks without our knowledge. If our key personnel or a significant portion of our employees are unable to work effectively in a remote setting or our business operations are otherwise disrupted during the Medicare **annual enrollment period** or individual and family health insurance enrollment periods, the adverse impact on our business would be particularly pronounced. It may also be difficult for us to preserve our corporate culture, and our employees may have less opportunities to collaborate in meaningful ways, which could harm our ability to retain and recruit employees, innovate and operate our business effectively . If we are not able to..... business, operating results and financial condition . Our operations in China involve many risks that could increase expenses, expose us to increased liability and adversely affect our business, operating results and financial condition. ~~A~~ **Our subsidiary in China conducts a** portion of our operations **, including** ~~is conducted by our subsidiary in China. Among other~~ -- **the maintenance** ~~things, we use employees in China to maintain~~ and update **of** our ecommerce platform and ~~perform~~ **performance** ~~certain~~ **of specific** tasks within our finance ~~and~~ **,** customer care and enrollment functions. We rely on third- party vendors to communicate with our subsidiary in China. Our business would be harmed if our ability to communicate via these vendors with these employees failed, and we were prevented from promptly updating our software or implementing other changes to our database and systems, among other things. From time to time **,** we receive inquiries from health insurance carriers relating to our operations in China and the security measures we have implemented to protect data that our employees in China may be able to access. As a part of these inquiries, we have implemented additional security measures relating to our operations in China **. Still** , ~~but~~ **we** may be required to implement further security measures to continue aspects of our operations in China. We may also be required to bring aspects of our operations in China back to the United States, which could be time- consuming and expensive and harm our operating results and financial condition. Health insurance carriers may also terminate our relationship due to concerns surrounding ~~protection of data that~~ our ~~employees in~~ China **operations** ~~are able to access~~ , which would harm our business, operating results and financial condition. Our operations in China also expose us to different ~~and unfamiliar~~ laws, rules and regulations, including different intellectual property laws, which are not as protective of our intellectual property as the laws in the United States. United States and Chinese trade laws may also impose restrictions on the importation of programming or technology to or from the United States. We are also subject to anti- bribery and anti- corruption laws, privacy and data security laws, labor laws, tax laws, foreign exchange controls and cash repatriation restrictions in China. In recent years, China has adopted laws regulating cybersecurity and data protection. For example, a data security law in China that became effective on September 1, 2021 applies to the usage, collection and protection of data within China and imposes data security obligations and restrictions on transfers of certain data outside of China, including prohibition on providing any data stored in China to law enforcement authorities or judicial bodies outside of China without prior Chinese government approval. There remains considerable uncertainty as to how the data security law is applied, and the regulatory environment continues to evolve. Such laws, regulations and standards are complex, ambiguous and subject to change or interpretation, which create uncertainty regarding compliance. Compliance with these laws and regulations could cause us to incur substantial costs or require us to change our business operations in China. Violation of applicable laws and regulations could adversely affect our brand, affect our relationship with our health insurance carriers, and could result in regulatory enforcement actions and the imposition of civil or criminal penalties and fines, **any of** which ~~would~~ **could** harm our business, operating results and financial condition. Our business may be adversely impacted by changes in China' s economic or political condition, the relationship between China and the United States or other countries, and our ability to continue to conduct our current operations in China. Any such changes may be caused by geopolitical issues,

natural disasters, war or other events or circumstances. We have experienced greater competition for qualified personnel in China, which has raised market salaries and increased our compensation costs related to employees in China. If competition for personnel increases further, our compensation expenses could rise considerably or, if we determine to not increase compensation levels, our ability to attract and retain qualified personnel in China may be impaired, which could harm our business, operating results and financial condition. These risks could cause us to incur increased expenses and could harm our ability to **manage our operations** effectively and successfully ~~manage our operations~~ in China. Moreover, any significant or prolonged deterioration in the relationship between the United States and China could adversely affect our operations in China. Certain risks and uncertainties of doing business in China are solely within the control of the Chinese government, and Chinese law regulates the scope of our foreign investments and business conducted within China. The escalation of international tensions has increased the risk associated with our operations in China. Either the ~~United States~~ **U. S.** or the Chinese government may limit or sever our ability to communicate with our China operations or may take actions that force us to close our operations in China. We employ **many** ~~a large number~~ of our technology and content employees in China, and we have other employees in China that support our business. Any disruption of our operations in China ~~, including any disruption as a result of the Chinese government' s COVID- 19 related policies,~~ would adversely impact our business. If we are required to move aspects of our operations out of China **because** ~~as a result~~ of political or geopolitical issues, changes in laws, inquiries from health insurance carriers or for other reasons, we could incur increased expenses, and our business, operating results and financial condition could be harmed. **Our self- insurance programs may expose us to significant and unexpected costs and losses. To help control our overall long- term costs associated with employee health benefits, we began maintaining a substantial portion of our U. S. employee health insurance benefits on a self- insured basis effective January 1, 2023. To limit our exposure, we have third party stop- loss insurance coverage which sets a limit on our liability for both individual and aggregate claim costs. We record a liability for our estimated cost of U. S. claims incurred but unpaid as of each balance sheet date. Our estimated liability is based on assumptions we believe to be reasonable under the current circumstances and will be adjusted as warranted based on changing circumstances. It is possible, however, that our actual liabilities may exceed our estimates of losses. We may also experience an unexpectedly large number of claims that result in costs or liabilities in excess of our projections, which could cause us to record additional expenses. Our self- insurance reserves could prove to be inadequate, resulting in liabilities in excess of our available insurance and self- insurance. If a successful claim is made against us and is not covered by our insurance or exceeds our policy limits, our business may be negatively and materially impacted. These fluctuations could have a material adverse effect on our business, operating results and financial condition.** Risks Related to Laws and Regulations The marketing and sale of **health insurance plans, including** Medicare plans **,** are subject to numerous, complex and frequently changing laws, regulations and guidelines, and non- compliance with or changes in laws, regulations and guidelines could harm our business, operating results and financial condition. The marketing and sale of **health insurance plans, including** Medicare plans **,** are subject to numerous laws, regulations and guidelines at the federal and state level. ~~The~~ **Compliance with these evolving laws and regulations may involve significant costs, cause significant delays in our ability to go to market with new marketing and product initiatives and strategies or require changes in our business practices, which could have an adverse impact on our business, operating results and financial condition. Non- compliance could also result in fines, damages, prohibitions on the conduct of our business, and damage to our reputation. In particular, the** marketing and sale of Medicare Advantage and Medicare Part D prescription drug plans are principally regulated by CMS but are also subject to state laws. The marketing and sale of Medicare Supplement plans are principally regulated on a state- by- state basis by state departments of insurance. The laws and regulations applicable to the marketing and sale of Medicare plans are numerous, ambiguous and complex, and, particularly with respect to regulations and guidance issued by CMS for Medicare Advantage and Medicare Part D prescription drug plans, change frequently. We have altered, and likely will have to continue to alter, our marketing and sales process to comply with these laws, regulations and guidelines. Health insurance carriers whose Medicare plans we sell approve our websites, our **advisor enrollment center** call ~~center~~ scripts and a large portion of our marketing ~~material~~ **materials** . We must receive these approvals in order for us to market and sell Medicare plans to Medicare- eligible individuals as **an** ~~a health~~ insurance agent. We are also required to file many of these materials on a regular basis with CMS. In addition, certain aspects of our Medicare plan marketing partner relationships have been in the past, and will be in the future, subjected to CMS and health insurance carrier review. CMS, state departments of insurance or health insurance carriers may decide to object to or not to approve aspects of our online platforms, sales function or marketing material and processes and may determine that certain existing aspects of our Medicare- related business are not in compliance with legal requirements. CMS scrutinizes health insurance carriers whose Medicare plans we sell **,** and those health insurance carriers may be held responsible for actions that we, our agents and our partners take, including our marketing materials and actions that lead to complaints or disenrollment. We expect that health insurance carriers will be increasingly evaluating broker performance based on quality of their enrollments, including complaints, retention rates, customer satisfaction and volumes. As a result, health insurance carriers may terminate their relationship with us or require us to take other corrective action if our Medicare product sales, marketing and operations are not in compliance or give rise to too many complaints. The termination of or change in our relationship with health insurance carriers for this reason could reduce the products we are able to offer, could result in the loss of commissions for past and future sales and could otherwise harm our business, operating results and financial condition. Changes to the laws, regulations and guidelines relating to the sale of ~~Medicare~~ **health insurance** plans **and related products and services** , their interpretation or the manner in which they are enforced could impact the manner in which we conduct our ~~Medicare~~ business, our ecommerce platforms or our sale of Medicare plans **and other products** , or we could be prevented from operating **certain** aspects of our ~~Medicare~~ revenue- generating activities altogether, which would harm our business, operating results and financial condition. We have received, and may in the future receive, inquiries from CMS or state departments of insurance regarding our marketing

and business practices and compliance with laws and regulations. Inquiries and proceedings initiated by the government could adversely impact our health insurance licenses, require us to pay fines, require us to modify marketing and business practices, result in litigation and otherwise harm our business, operating results ~~or~~ **and** financial condition. In ~~May~~ **April** ~~2021~~ **2023** ~~, CMS changed its process for the submission and approval of marketing materials related to Medicare Advantage and Medicare Part D prescription drug plans. The practical application of the previous process allowed for a lead carrier to handle most of the review and filing of Medicare plan marketing materials with CMS. The new process requires each carrier to approve of each filed marketing material and has resulted in a more complicated and time- consuming process to get our marketing material filed with CMS and through the process with carriers. In October 2021, CMS issued new guidance that significantly broadens the types of marketing materials that we are required to file with CMS, including the requirement to file certain generic marketing materials that refer to the benefits or costs of Medicare Advantage or Medicare Part D prescription drug plans but that do not specifically mention a health insurance carrier' s name or a specific plan. As a result, we now submit to each Medicare Advantage and Medicare Part D prescription drug plan carrier with which we have a relationship a significantly larger number of marketing materials than we have in the past. We may not be able to use certain marketing materials and implement our marketing programs effectively if CMS or a health insurance carrier has comments or disapproves of our marketing materials. If we do not timely file the additional marketing materials with CMS or if health insurance carriers do not adapt to the new CMS requirements or increase the efficiency with which they review our marketing material, it could harm our sales and also harm our ability to efficiently change and implement new or existing marketing material, including call center scripts and our websites, which could harm our business, operating results and financial condition. If we or our marketing partners are not successful in timely receiving health insurance carrier or CMS approval of our marketing materials, or if a health insurance carrier refuses to accept enrollments relating to specific materials or marketing endeavors, we could be prevented from implementing our Medicare marketing and sales initiatives, which could harm our business, operating results and financial condition, particularly if such delay or non- compliance occurs during the Medicare annual enrollment period or the Medicare Advantage open enrollment period. In June 2022~~ , CMS released final versions of the rules initially proposed in ~~January 2022, which included several new provisions aimed at Third Party Marketing Organizations. The final rules require us and our marketing partners to implement additional verbal and written disclaimers and require us to implement further oversight measures over our marketing partners, beginning with the Medicare annual enrollment period in 2022. Given the adoption of these rules, we may incur additional costs to generate and convert leads from our marketing partners, as well as additional administrative costs, which could adversely affect our business, operating results and financial condition. In addition, we are required to file marketing partner marketing materials relating to Medicare Advantage and Medicare Part D prescription drug plans with CMS, and health insurance carriers must review and approve the marketing materials. In October 2022, CMS announced that in response to concerns about certain marketing practices in the Medicare marketplace, it would, among other things, be increasing review of certain marketing materials and practices and, beginning January 1, 2023, television advertisements will no longer be eligible for the CMS file and use process and instead will be subject to a more time- consuming review process. Compliance with these evolving laws and regulations may involve significant costs or require changes in our business practices that could have adverse impact on our business, operating results, financial condition and prospects. Non- compliance could also result in fines, damages, prohibitions on the conduct of our business, and damage to our reputation. In~~ December 2022 ~~, CMS announced proposed rules which are expected to come into effect in 2023 that may impose an additional burden on our business and otherwise harm our business results~~ . **The finalized** ~~For example, such proposed~~ rules, among other things, require us and our partners to provide to consumers additional disclaimers that may direct them away from our enrollment platform and towards government owned or operated enrollment channels or other platforms, add complications to the Medicare marketing material filing and review process, ~~prohibit~~ **increase CMS and insurance carrier monitoring of third party** marketing organizations **(" TPMOs ")** ~~including our referral partners from sharing personal data commonly shared for referrals, increase CMS and insurance carrier monitoring of agents and brokers~~ such as us, add requirements on agents enrolling beneficiaries in Medicare plans, limit marketing of plan benefits and cost savings, require lengthy new disclosures that make certain forms of marketing infeasible, **potentially** require a 48- hour waiting period between initial contact with a beneficiary and enrolling that beneficiary **in certain circumstances** , and limit the time we may contact beneficiaries about Medicare plan options to six months after the beneficiary gives us permission for such contact. **These additional requirements could impede or otherwise harm our business, operating results and financial condition. There may be further potential impact on the business upon the release of any new guidance and sub- regulatory guidance. In December 2023, CMS released Proposed Rules (" Proposed Rules ") slated for finalization for calendar year 2025 focused on curtailing the broker compensation amounts paid to agents and brokers as well as to limit the permissible services and additional payments received for administrative services. • Limitation on Contract Terms. If enacted as proposed, the Proposed Rules would prohibit the following: renewal of contracts between brokers and carriers contingent on higher rates of enrollment; payment by carriers to brokers for marketing activities contingent upon meeting specified enrollment quotas; bonus payments based on enrollment volume; and enrolling beneficiaries into specific plans " for a reason other than what best meets their health care needs. " • Cap on Compensation Rates. The Proposed Rules would classify all carrier payments as " enrollment- based compensation " (commonly called commissions), including payments for administrative activities previously excluded from the CMS- determined commission amount (currently, $ 601 in most states). • Administrative Payments. The Proposed Rules would suggest a $ 31 increase in payment under the compensation rate beginning in 2025 to cover the fair market value of licensing, training and testing requirements, as well as recording and retention requirements. This $ 31 would replace current administrative fees, which are currently not defined by a dollar amount by CMS but are limited to the fair value of the services provided in the market. These additional requirements, if enacted as proposed, could impede or otherwise harm our business, operating results and financial condition. There may be**

further potential impact on the business upon the release of any new guidance and sub- regulatory guidance. Also in December 2023, the FCC released a new ruling, likely to become effective around March 2025. The new rules require " one- to- one " consent under the Telephone Consumer Protection Act (" TCPA "), allow blocking of " red flagged " robotexting numbers, codify do- not- call rules for texting, and encourage an opt- in approach for delivering email- to- text messages. These additional requirements may impact the viability of partnerships that we use for marketing efforts and could impede or otherwise harm our business, operating results and financial condition. Changes and developments in the health insurance industry or system, including changes in laws and regulations, could harm our business, operating results and financial condition. ~~The~~ **Our business depends upon the private sector of the** U. S. health insurance system, including the Medicare program, **which** is subject to a changing regulatory environment at both the federal and state level ~~. The future financial performance of our business will depend in part on our ability to adapt to regulatory developments. For example, the Affordable Care Act and related regulatory reforms have and will continue to change the industry in which we operate in substantial ways, including by increasing competition and limiting the ways in which we can operate. Legislative or regulatory changes to the Medicare program have and may continue to have similar impacts on our Medicare business. In addition, each state regulates its insurance market, including by regulating the ability of insurance companies to set premiums and prohibiting brokers and agents such as eHealth from competing in certain ways such as offering price reductions and rebates or marketing in certain ways. All these state regulations are also subject to periodic change. Such regulatory changes at either the federal or state level may negatively impact our business. Our business, operating results, financial condition and prospects may be materially and adversely affected if we are unable to adapt to regulatory changes. Our business depends upon the private sector of the U. S. health insurance system, which is subject to a changing environment~~ . Changes and developments in the health insurance system and Medicare program in the United States could reduce demand for our services and harm our business. Ongoing health care reform efforts and measures may expand the role of government- sponsored coverage, including proposals for single payer or so called " Medicare- for- All " or other proposals that may have the effect of reducing or eliminating the market for our current range of health insurance products, which could have far- reaching implications for the health insurance industry if enacted. Some proposals would seek to eliminate the private marketplace while others would expand a government- sponsored option to a larger population or otherwise increase government oversight or competition in the sector **or reduce the fees or commissions payable to brokers under the Medicare program** . We are unable to predict the full impact of health care reform initiatives or other regulatory changes on our operations in light of the uncertainty of whether initiatives will be successful and the uncertainty regarding the terms and timing of any provisions enacted and the impact of any of those provisions on various healthcare and insurance industry participants. Changes to the Medicare program or the broader health insurance system as a result of elections or political developments could harm our business, operating results and financial condition. In the event that laws, regulations or rules that eliminate or reduce private sources of health insurance or Medicare are adopted, the demand for our products could be adversely impacted, and our business, operating results and financial condition would be harmed **. In addition, each state regulates its insurance market, including by regulating the ability of insurance companies to set premiums and prohibiting brokers and agents such as eHealth from competing in certain ways, such as offering price reductions and rebates or marketing in certain ways** . The laws and regulations governing the offer, sale and purchase of health insurance are complex and subject to change, and future changes may be adverse to our business. For example, a long-standing provision in most applicable state laws that we believe is advantageous to our business is that once health insurance premiums are set by the carrier and approved by state regulators, they are fixed and not generally subject to negotiation or discounting by insurance companies or agents. Additionally, state regulations generally prohibit carriers, agents and brokers from providing financial incentives, such as rebates, to their members in connection with the sale of health insurance. As a result, we do not currently compete with carriers or other agents and brokers on the price of the health insurance plans offered on our website. Changes in, or enforcement of, or compliance with, such regulations could impact consumers ' **'** demand for our services or cause health insurance carriers to lower our commission rates, which could reduce our revenue. **Our business, operating results, financial condition and prospects may be materially and adversely affected if we are unable to adapt to regulatory changes.** From time to time **,** we are subject to various legal proceedings which could adversely affect our business. We are, and may in the future become, involved in various legal proceedings and governmental inquiries, including labor and employment- related claims, claims relating to our marketing or sale of health insurance, intellectual property claims and claims relating to our compliance with securities laws. For example, in January 2022, we received a subpoena from the U. S. Attorney ' **'** s Office for the District of Massachusetts, seeking, among other things, information regarding our arrangements with insurance carriers, and we may receive similar inquiries in the future. Such inquiries and any other claims asserted against us, with or without merit, may be time- consuming, may be expensive to address and may divert management' s attention and other resources. These claims also could subject us to significant liability for damages, jeopardize our licenses to operate and harm our reputation. Our insurance and indemnities may not cover all claims that may be asserted against us. If we are unsuccessful in our defense in these legal proceedings, we may be forced to pay damages or fines, enter into consent decrees, stop offering our services or change our business practices, any of which would harm our business, operating results ~~or~~ **and** financial condition. We may be unable to operate our business if we fail to maintain our health insurance licenses and otherwise comply with the numerous laws and regulations applicable to the sale of health insurance. We are required to maintain a valid license in each state in which we transact health insurance business and to adhere to sales, documentation and administration practices specific to that state. We must maintain our health insurance licenses to continue selling plans and to continue to receive commissions from health insurance carriers. In addition, each employee who transacts health insurance business on our behalf must maintain a valid license in one or more states. Because we **maintain health insurance licenses to** do business in all 50 states and the District of Columbia, compliance with health insurance- related laws, rules and regulations is difficult and imposes significant costs on our business. Each jurisdiction' s insurance department typically has the power, among other things, to: • grant, limit,

suspend and revoke licenses to transact insurance business; • conduct inquiries into the insurance- related activities and conduct of agents and agencies; • require and regulate disclosure in connection with the sale and solicitation of health insurance; • authorize how, by which personnel and under what circumstances insurance premiums can be quoted and published and an insurance policy sold; • approve which entities can be paid commissions from carriers and the circumstances under which they may be paid; • regulate the content of insurance- related advertisements, including web pages, and other marketing practices; • approve policy forms, require specific benefits and benefit levels and regulate premium rates; • impose fines and other penalties; and • impose continuing education requirements. Due to the complexity, periodic modification and differing interpretations of insurance laws and regulations, we may not have always been, and we may not always be, in compliance with them. New laws, regulations and guidelines also may not be compatible with the sale of health insurance over the Internet or with various aspects of our platform or manner of marketing or selling health insurance plans. Failure to comply with insurance laws, regulations and guidelines or other laws and regulations applicable to our business could result in significant liability, additional department of insurance licensing requirements, required modification of our advertising and business practices, changes to our existing technology or platforms, the limitation, suspension and / or revocation of our licenses to sell health insurance, termination of our relationship with health insurance carriers and loss of commissions and / or our inability to sell health insurance plans, which would harm our business, operating results and financial condition. Moreover, an adverse regulatory action in one jurisdiction could result in penalties and adversely affect our license status, business or reputation in other jurisdictions due to the requirement that adverse regulatory actions in one jurisdiction be reported to other jurisdictions. Even if the allegations in any regulatory or other action against us are proven false, any surrounding negative publicity could harm consumer, marketing partner or health insurance carrier confidence in us, which could significantly damage our brand. In addition, as we expand our product base, we may be subject to additional laws and regulations. Increasing regulatory focus on privacy and **data** security issues and expanding laws could impact our business and expose us to increased liability. Our business is subject to emerging privacy laws being passed at the state level that create unique compliance challenges. Our services involve the collection and storage of confidential and personally identifiable information of consumers and the transmission of certain personal information to their chosen health insurance carriers and to the government. For example, we collect names, addresses, credit card and social security numbers and health information such as information regarding consumers ~~'~~ **’** prescription drugs and providers. We also hold a significant amount of personal information relating to our current and former employees. As a result, we are subject to various state and federal laws and contractual requirements regarding the access, use and disclosure of personal information. Compliance with state and federal privacy- related laws, particularly new state legislation such as the California Consumer Privacy Act **and recent amendments thereto** , and increasingly robust industry standard security frameworks will result in cost increases due to an increased need for privacy compliance, oversight and monitoring, and the development of new processes to effectuate and demonstrate compliance. The effects of potential non- compliance by us or third- party service providers, and enforcement actions, may result in increased costs to our business and reputational harm. The privacy **and cybersecurity** ~~legislation~~ **legislative** landscape is rapidly evolving on ~~a~~ **the** state ~~- by- state basis that~~ **and federal level. Such changes** ~~creates~~ **create** challenges for businesses to comply with the new legal obligations in a systematic fashion ~~. For example, Virginia, Colorado and California have new privacy legislation that came or will come into effect in 2023; however, these laws have differing consumer rights and business obligations, differing obligations on data controllers and differing enforcement mechanisms~~ . These new legal operations may change the way we conduct our business and may harm our results of operations and financial condition. Any perception that our practices, products or services violate individual privacy or data protection rights may subject us to public criticism, class action lawsuits, reputational harm, or investigations or claims by regulators, industry groups or other third parties, all of which could disrupt or adversely impact our business and expose us to increased liability. In the event that additional data privacy or data security laws are implemented, or our health insurance carrier or other partners determine to impose requirements on us relating to data privacy security, we may not be able to timely comply with such requirements or such requirements may not be compatible with our current processes. Changing our processes could be time- consuming and expensive, and failure to timely implement required changes could result in our inability to sell health insurance plans in a particular jurisdiction or for a particular health insurance carrier or subject us to liability for non- compliance, any of which would damage our business, operating results and financial condition. Health insurance carriers that we work with may also require us to comply with additional privacy and data security standards to do business with us at all. Compliance with privacy and data security standards is regularly assessed, and we may not always be compliant with the standards. If we are not in compliance, we may not be able to accept information from consumers, and our relationship with health insurance carriers could be adversely impacted or terminated, which would harm our business, operating results and financial condition. Any legal liability, regulatory penalties, complaints or negative publicity related to **us** ~~the information on our~~ **or** ~~website or~~ **our services** ~~that we otherwise provide~~ could harm our business, operating results and financial condition. We provide information on our website, through our ~~customer care~~ **advisor enrollment** centers, in our marketing materials and in other ways regarding health insurance in general and the health insurance plans we market and sell, including information relating to insurance premiums, coverage, benefits, provider networks, exclusions, limitations, availability, plan comparisons and insurance company ratings. A significant amount of both automated and manual effort is required to maintain the considerable amount of **health** insurance plan information on our website. We also use the information provided on our website and otherwise collected by us to publish reports designed to educate consumers, facilitate public debate, and facilitate reform at the state and federal level. If the information we provide on our website, through our ~~customer care~~ **advisor enrollment** centers, in our marketing materials or otherwise is not accurate or is construed as misleading, or if we do not properly assist individuals and businesses in purchasing health insurance, members, health insurance carriers and others could attempt to hold us liable for damages or require us to take corrective actions, our relationships with health insurance carriers could be terminated or impaired and regulators could attempt to subject us to penalties, force us to stop using our websites, marketing material or certain aspects

of them, revoke our licenses to transact health insurance business in a particular jurisdiction, and / or compromise the status of our licenses to transact health insurance business in other jurisdictions, which could result in our loss of our commission revenue and harm our business, operating results and financial condition. In the ordinary course of operating our business, we and our health insurance carrier partners have received complaints that the information we provided was not accurate or was misleading. We have received, and may in the future receive, inquiries from health insurance carriers, CMS ~~or~~ **,** state departments of insurance **, regulators or other legislative bodies** regarding our marketing and business practices and compliance with laws and regulations. **We typically respond to these inquiries by explaining how we believe we are in compliance with relevant regulations, or we may modify our practices in connection with the inquiry.** For example, ~~some inquiries have focused~~ **we received a letter from the Committee** on ~~whether we provide sufficient disclosure for certain product types~~ **Finance of the United States Senate in January 2024 requesting information relating to our business practices related to lead generation** , ~~such as short- term~~ **marketing and enrollment in Medicare Advantage** health ~~insurance~~ **plans** . These types of inquiries and associated claims could be time- consuming and expensive to ~~defend~~ **respond to or address** , could divert our management' s attention and other resources, could impact our relationships with health insurance carriers and could cause a loss of confidence in our services. As a result, whether or not we are able to successfully resolve these claims, they could harm our business, operating results and financial condition. Our business could be harmed if we are unable to contact our consumers or market the availability of our products through specific channels. We use email and telephone, among other channels, to market our services to potential members and as the primary means of communicating with our existing members. The laws and regulations governing the use of email and telephone calls for marketing purposes continue to evolve, and changes in technology, the marketplace or consumer preferences may lead to the adoption of additional laws or regulations or changes in interpretation of existing laws or regulations. If new laws or regulations are adopted, or existing laws and regulations are interpreted or enforced, to impose additional restrictions on our ability to send email or telephone messages to our members or potential members, we may not be able to communicate with them in a cost- effective manner **We** ~~.For example,we~~ use telephones to communicate with customers and prospective customers,and some of these communications may be subject to the **Telephone Consumer Protection Act (" TCPA") and other telemarketing laws.The** TCPA and other ~~telemarketing~~ laws,including state laws, ~~that~~ **relating to telemarketing** restrict our ability to market using the telephone in certain respects. ~~The~~ **For instance,the** TCPA prohibits us from using an automatic telephone dialing system or prerecorded or artificial voices to make certain telephone calls to consumers without prior express written consent ~~and provides for statutory damages of $ 500 for each violation and $ 1,500 for each willful violation~~ . **We** ~~While we~~ have policies in place to comply with the TCPA and other telemarketing laws **.However** ,we have been in the past,and may in the future become,subject to claims that we have violated the TCPA **.The TCPA provides for statutory damages of $ 500 for each violation and $ 1,500 for each willful violation** .In the event that we were found to have violated the TCPA,our business,operating results and financial condition could be harmed. **In addition** ~~The TCPA and other laws and regulations relating to telemarketing are also subject to periodic updates and changes in enforcement~~ . In addition to legal restrictions on the use of email, Internet service providers, email service providers and others attempt to block the transmission of unsolicited email, commonly known as " spam. " Many Internet and email service providers have relationships with organizations whose purpose ~~it~~ is to detect and notify the Internet and email service providers of entities that the organization believes is sending unsolicited email. If an Internet or email service provider identifies email from us as " spam " as a result of reports from these organizations or otherwise, we can be placed on a restricted list that will block our email to members or potential members. **Similarly** We use telephones to communicate with customers..... condition could be harmed. In addition , telephone carriers may block or put consumer warnings on calls originating from call centers. Consumers increasingly screen their incoming emails and telephone calls, including by using screening tools and warnings, and therefore our members or potential members may not reliably receive our emails or telephone messages, whether or not such messages constitute marketing. If we are unable to communicate effectively by email or telephone with our members and potential members as a result of legislation, legal or regulatory actions, blockage, screening technologies or otherwise, our business, operating results and financial condition would be harmed. Risks Related to Finance, Accounting and Tax Matters ~~to enroll members in qualified health plans through such state- based exchanges,either directly with the governmental entities running such state- based exchanges or through appropriate third parties that allow us to access such state- based exchanges.If we are unable to adapt our operations in a timely,efficient and cost- effective manner to respond to changing circumstances to allow us to continue to effectively enroll members through the FFM and state- based exchanges,our business may be adversely affected.~~ Our commission revenue could be negatively impacted by changes in our estimated conversion rate of an approved member to a paying member,our forecast of average plan duration or our forecast of likely commission amounts.Our commission revenue,which is primarily comprised of commissions from health insurance carriers,is computed using the estimated LTVs of commission payments that we expect to receive,and we re- compute LTVs for all outstanding cohorts on a quarterly basis.As a result,the rate at which consumers visiting our ecommerce platforms and ~~customer care~~ **advisor enrollment** centers seeking to purchase health insurance are converted into approved members directly impacts our revenue.In addition,the rate at which consumers who are approved become paying members impacts the constrained LTV of our approved members,which impacts the revenue that we are able to recognize.A number of factors have influenced,and could in the future influence,these conversion rates for any given period,some of which are outside of our control.These factors include,but are not limited to:• changes in consumer shopping behavior due to circumstances outside of our control,such as economic conditions,inflation,public health crises or illnesses,consumers' ability or willingness to pay for health insurance,adverse **events or perceptions affecting the U.S.or international financial systems,adverse** weather conditions or natural disasters,unemployment rates,availability of unemployment benefits or proposed or enacted legislative or regulatory changes impacting our business,including health care reform;• the quality of and changes to the consumer experience on our ecommerce platforms and / or with our ~~customer care~~ **advisor enrollment** centers;• regulatory requirements,including those that make the

experience on our ecommerce platforms cumbersome or difficult to navigate or reduce the ability of consumers to purchase plans outside of enrollment periods;• the variety,competitiveness,quality and affordability of the health insurance plans that we offer;• system failures or interruptions in the operation of our ecommerce platform or ~~call~~ **advisor enrollment** center operations;• changes in the mix of consumers who are referred to us through our direct,marketing partner and ~~online advertising~~ **strategic partner marketing** member acquisition channels,including the quality of sales leads;• health insurance carrier guidelines applicable to applications submitted by consumers,the degree to which our technology is integrated with health insurance carriers,the amount of time a carrier takes to make a decision on that application and the percentage of submitted applications approved by health insurance carriers;• the effectiveness of ~~health insurance agents~~ **our benefit advisors** in assisting consumers,including the tenure of the health insurance agent;and • our ability to enroll subsidy- eligible individuals in qualified health plans through government- run health insurance exchanges and the efficacy of the process we are required to use to do so.Our conversion rates can be impacted by changes in the mix of consumers referred to us through our member acquisition channels and whether they interact with a more seasoned health insurance agent.We have made and may in the future,make changes to our ecommerce platforms,telephonic operations,marketing material or enrollment process in response to regulatory or health insurance carrier requirements or undertake other initiatives in an attempt to improve consumer experience,increase retention,or for other reasons.These changes have **had** in the past,and may have in the future,the unintended consequence of adversely impacting our conversion rates. **A decline in the percentage of consumers who submit health insurance applications on our ecommerce platforms** ~~For~~ **or** ~~example,in response to the~~ **telephonically via our advisor enrollment centers and are converted into approved and paying members could cause an** ~~increased~~ **increase** ~~plan termination~~ **in our cost of acquiring members on a per member basis and impact our revenue in any given period.To the extent the** rate ~~in~~ **at which we convert consumers visiting our ecommerce platforms** ~~our~~ **or** ~~Medicare~~ **telephonically via our advisor enrollment centers into members suffers,our** membership **may decline** ~~in 2020 and 2021~~ ,which ~~negatively impacted the LTVs~~ **would harm our business,operating results and financial condition.** Our operating results will be impacted by factors that impact our estimate of the constrained LTV of commissions per approved member. We recognize revenue for plans approved during the period by applying the latest estimated constrained LTVs for that product. Constrained LTVs are estimates and are based on a number of assumptions, which include, but are not limited to, estimates of the conversion rates of approved members into paying members, forecasted average plan duration and forecasted commissions we expect to receive per approved member ~~'~~ **'** s plan. These assumptions are based on historical trends and require significant judgment by our management in interpreting those trends and in applying the constraints. Changes in our historical trends will result in changes to our constrained LTV estimates in future periods and therefore could adversely affect our revenue and financial results in those future periods. As a result, negative changes in the factors upon which we estimate constrained LTVs, such as reduced conversion of approved members to paying members, increased health insurance plan terminations or a reduction in the lifetime commission amounts we expect to receive for selling the plan to a member or other changes could harm our business, operating results and financial condition. Changes in LTV may result in an increase or a decrease to revenue and a corresponding increase or decrease to ~~commission~~ **commissions** ~~receivables~~ **receivable** . In addition, if we ultimately receive commission payments that are less than the amount we estimated when we recognized commission revenue, we would need to write off the remaining ~~commission~~ **commissions** receivable balance, which would adversely impact our business, operating results and financial condition. The rate at which approved members become paying members is a significant factor in our estimation of constrained LTVs. To the extent we experience a decline in the rate at which approved members turn into our paying members, our business, operating results and financial condition would be harmed. The forecasted average plan duration is another important factor in our estimation of constrained LTV. When a plan is canceled, or if we otherwise do not remain the agent on the policy, we no longer receive the related commission payment. Our forecasted average plan duration and health insurance plan termination rate are calculated based on our historical data by plan type. As a result, a reduction in our forecasted average plan duration or an inability to produce accurate forecasted average plan duration may adversely impact our business, operating results and financial condition. Commission rates are also a significant factor in our estimation of constrained LTVs. The commission rates we receive are impacted by a variety of factors, including the particular health insurance plans chosen by our members, the carriers offering those plans, our members' states of residence, the laws and regulations in those jurisdictions, the average premiums of plans purchased through us and health care reform. Our commission revenue per member has in the past decreased, and could in the future decrease, as a result of reductions in contractual commission rates, a change in the mix of carriers whose products we sell during a given period ~~,~~ and increased health insurance plan termination rates, all of which are beyond our control and may occur on short notice. To the extent these and other factors cause our commission revenue per member to decline, our revenue may decline **,** and our business, operating results and financial condition would be harmed. Given that Medicare- related and individual and family health insurance purchasing is concentrated during enrollment periods, we may experience a shift in the mix of Medicare- related and individual and family health insurance products selected by our members over a short period of time. Any reduction in our average commission revenue per member caused by such a shift or otherwise would harm our business, operating results and financial condition. The determination of constraints is also a factor that requires significant management judgment. Constraints are applied to LTVs for revenue recognition purposes and help ensure that the total estimated lifetime commissions expected to be collected from an approved member ~~'~~ **'** s plan are recognized as revenue only to the extent that is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with future commissions receivable from the plan is subsequently resolved. We determine the constraint for each product by comparing ~~prior calculations of LTV to actual~~ cash ~~received~~ **collection patterns to our assumptions** and ~~review~~ **analyze** the ~~reasons~~ **drivers** for ~~any~~ variations. We then apply judgment in assessing whether the difference between historical cash collections and LTV is representative of differences that can be expected in future periods. We also analyze whether circumstances have changed and consider any known or potential modifications to the inputs into LTV

in light of the factors that can impact the amount of cash expected to be collected in future periods including but not limited to commission rates, carrier mix, plan duration, changes in laws and regulations and cancellations of insurance plans offered by health insurance carriers with which we have a relationship. We evaluate the appropriateness of our constraints on an ongoing basis, and we update our assumptions when we observe a sufficient amount of evidence that would suggest that the long- term expectation underlying the assumptions has changed. **While we have recognized positive net adjustment revenue in the recent past, there can be no assurance that we will continue to recognize positive net adjustment revenue.** If we underestimate the initial constraint applied to LTVs, we might be required to increase the constraint or record an impairment in a future period **,** which would harm our business, operating results and financial condition. ~~member basis and impact our revenue in any given period.To the extent the rate at which we convert consumers visiting our ecommerce platforms or telephonically via our customer care centers into members suffers,our membership may decline,which would harm our business,operating results and financial condition.~~ If commission reports we receive from carriers are inaccurate or not sent to us in a timely manner,our business and operating results could be harmed **,** and we may not recognize trends in our membership.We rely on health insurance carriers to timely and accurately report the amount of commissions earned by us,and we calculate our commission revenue,prepare our financial reports,projections and budgets and direct our marketing and other operating efforts based on the reports we receive from health insurance carriers.There have been instances where we have determined that plan cancellation data reported to us by a health insurance carrier has not been accurate.The extent to which health insurance carriers are inaccurate in their reporting of plan cancellations could cause us to change our cancellation estimates,which could adversely impact our revenue.We have designed controls to assess the completeness and accuracy of the data received,whereby we apply judgment and make estimates based on historical data and current trends to independently determine whether or not carriers are accurately reporting commissions due to us.We also operate procedures with carriers on an ongoing basis whereby potential under or over reporting is reconciled and discrepancies are resolved.For instance,we reconcile information health insurance carriers provide to us and may determine that we were not historically paid commissions owed to us,which would cause us to have underestimated our membership.Conversely,health insurance carriers may require us to return commission payments paid in a prior period due to plan cancellations for members we previously estimated as being active.To the extent that health insurance carriers understate or fail to accurately report the amount of commissions due to us in a timely manner or at all,our estimates of constrained LTV may be adversely impacted,which would harm our business,operating results and financial condition.In addition,any inaccuracies in the reporting from and reconciliations with insurance carriers may also impact our estimates of constrained LTV or our estimates of commission revenue for future periods which is based on historical trends,including trends relating to contracted commission rates and expected health insurance plan cancellation.We do not receive information about membership cancellations from our health insurance carriers directly,which makes it difficult for us to determine the impact of current conditions on our membership retention and to accurately estimate membership as of a specific date.We depend on health insurance carriers and others for data related to our membership.For instance,with respect to health insurance plans ~~other than small business health insurance~~ ,health insurance carriers do not directly report member cancellations to us **.** ~~,resulting in the~~ **Other** ~~need for us to determine cancellations using payment data that~~ **than** ~~carriers provide.We~~ **small business health insurance,we** infer cancellations from ~~this~~ payment data **that carriers provide** by analyzing whether payments from members have ceased for a period of time,and we may not learn of a cancellation for several months.The majority of our members who terminate their plans do so by discontinuing their insurance premium payments to the ~~health insurance~~ carrier **or notifying the carrier,** and do not inform us of the cancellation.With respect to our small business membership, ~~many~~ groups **generally** notify the carrier directly ~~with respect to~~ **of policy cancellations and** increases or decreases in group size ~~and policy cancellations~~ .Our insurance carrier partners often do not communicate this information to us,and it often takes a significant amount of time for us to learn about small business group cancellations and changes in our membership within the group itself.We often are not made aware of policy cancellations until the time of the group' s annual renewal.Given the number of months required to observe non- payment of commissions in order to confirm cancellations,we estimate the number of members who are active on health insurance plans as of a specified date.After we have estimated membership for a period,we may receive information from health insurance carriers that would have impacted the estimate if we had received the information prior to the date of estimation.We may receive commission payments or other information that indicates that a member who was not included in our estimates for a prior period was in fact an active member at that time,or that a member who was included in our estimates was in fact not an active member of ours.As a result of the Medicare annual enrollment and other open enrollment periods,we may not receive information from our carriers on as timely a basis due to the significant increase in health insurance transaction volume and for other reasons,which could impair the accuracy of our membership estimates.For these and other reasons,including if current trends in membership cancellation are inconsistent with past cancellation trends that we use to estimate our membership or if carriers subsequently report changes to the commission payments that they previously reported to us,our actual membership could be different from our estimates,perhaps materially.If our actual membership is different from our estimates,the constrained LTV component of our revenue recognition could also be inaccurate,including as a result of an inaccurate estimate of the average amount of time our members maintain their health insurance plans.As a result of the delay **that** we experience in receiving information about our membership,it is difficult for us to determine with any certainty the impact of current conditions on our membership retention.Various circumstances,including market- related factors such as changes in timing of enrollment periods **,the ability of enrollees to change their health plan outside of the Medicare annual enrollment period,the source of referrals,their enrollment experience and other factors specific to our business,could cause the assumptions and estimates that we make in connection with estimating our membership to be inaccurate,which would cause our membership estimates to be inaccurate.** Our agreements with our lender and **our** convertible preferred stock ~~investors~~ **investor** contain restrictions that impact our business and expose us to risks that could materially adversely affect our liquidity and financial condition. On February 28, 2022, we entered into a term loan credit agreement with Blue Torch Finance

LLC, as administrative agent and collateral agent, and other lenders party thereto, which was amended on August 16, 2022 (as amended, the " " Credit Agreement " "). The Credit Agreement provides us with $ 70 million in term loans . In connection with entering into the Credit Agreement , we the proceeds from which transaction were used to terminated terminate our then-existing credit agreement with Royal Bank of Canada and other lenders that provided us with an up to $ 75 million revolving credit facility with Royal Bank of Canada . The Credit Agreement contains certain mandatory prepayment triggers and imposes certain covenants and restrictions on our business and our ability to obtain additional financing. The Credit Agreement contains customary affirmative covenants, including covenants regarding the payment of taxes and other obligations, maintenance of insurance, reporting requirements and compliance with applicable laws and regulations. The Credit Agreement also contains restrictions that limit our ability to, among other things, incur debt, grant liens, make certain restricted payments, make fundamental changes, sell assets, transact with affiliates, enter into burdensome agreements, prepay certain indebtedness or modify our organizational documents, in each case, subject to certain exceptions. Further, the Credit Agreement contains financial covenants requiring us to (x) maintain a minimum level of liquidity as of the end of each month and (y) maintain a ratio such that the outstanding amount of obligations under the Term Loan Credit Agreement at the end of any month does not exceed 50 % of the value of certain commissions receivable as of the end of such month. The events of default under the Credit Agreement include, among other things and subject to grace periods in certain instances, payment defaults, cross defaults with certain other material indebtedness, breaches of covenants or representations and warranties, changes in control of our company, certain bankruptcy and insolvency events with respect to us and our subsidiaries, a restriction on all or a material portion of our business and the indictment of us or any subsidiary (or any senior officer thereof), or criminal proceedings against the same, which could result in a forfeiture of a material portion of our and our subsidiaries properties. If we experience a decline in cash flow due to any of the factors described in this Risk Factors section or otherwise, we could have difficulty paying interest and principal amounts due on our indebtedness and meeting the financial covenants set forth in our Credit Agreement. If we are unable to generate sufficient cash flow or otherwise obtain the funds necessary to make required payments under the Credit Agreement, or if we fail to comply with the requirements of our indebtedness, we could default under our Credit Agreement. Any default that is not waived could result in the acceleration of the obligations under the Credit Agreement, an increase in the applicable interest rate under the credit facility, and would permit our lender to exercise rights and remedies with respect to all of the collateral that is securing the Credit Agreement, which includes substantially all of our assets. Any such default could materially adversely affect our liquidity and financial condition. On February 17, 2021, we entered into an investment agreement with Echelon Health SPV, LP (" " H. I. G. " "), pursuant to which H. I. G. purchased 2. 25 million of **Series A convertible preferred stock (“** Series A Preferred Stock **”)** for an aggregate price of $ 225 million **(the “ H. I. G. Investment Agreement ”)** . The **H. I. G.** investment **Investment** agreement **Agreement contains certain negative operating covenants that will remain in effect for so long as H. I. G. continues to own at least 30 % of the shares of Series A Preferred Stock originally issued to it. the Company is required to maintain an Asset Coverage Ratio (as defined in the H. I. G. Investment Agreement) of at least 2. 0x, calculated on a quarterly basis, which increased to 2. 5x in August of 2023 (the “ Minimum Asset Coverage Ratio ”). The first measurement date of the 2. 5x Minimum Asset Coverage Ratio was September 30, 2023. Additionally, the H. I. G. Investment Agreement requires the Company to maintain a Minimum Liquidity Amount (as defined in the H. I. G. Investment Agreement) for certain periods that ranges from $ 65. 0 million to $ 125. 0 million. As of December 31, 2023, we were in compliance** with **the Minimum Liquidity Amount. However, we have not met the Minimum Asset Coverage Ratio since the September 30, 2023 measurement date. Failure to maintain the Minimum Asset Coverage Ratio or the Minimum Liquidity Amount as of the date or the time period required by the** H. I. G could also limit our ability **. Investment Agreement, for as long as H. I. G. continues** to obtain **own at least 30 % of the Series A Preferred Stock originally issued to it in the private placement, entitles H. I. G., subject to conditions and restrictions specified therein, to** additional **rights** financing or increase our borrowing costs , **including the right to nominate** which could have an adverse effect on **one additional member to our Board of Directors, the right to approve our annual budget, the right to approve the hiring** our **or termination** financial condition. As of **certain key executives and** the **right** date of this report, pursuant to **approve** the terms **incurrence** of **certain** our investment agreement with H. I. G., we must obtain the consent of H. I. G. in order to incur any indebtedness , which could limit our ability to obtain additional financing, until our adjusted EBITDA for the trailing four quarters increases . **These** Even if we comply with all of the applicable covenants, the restrictions on the conduct of our business imposed by our lender or H. I. G. could materially adversely affect our business by, among other things, limiting our ability to take advantage of financings, mergers, acquisitions and other corporate opportunities that may be beneficial to the business. Even if the Credit Agreement were terminated, additional debt we could incur in the future may subject us to similar or additional covenants, which could place restrictions on the operation of our business. Similarly, our investment or financing arrangement with any future investors may subject us to similar or additional covenants. Operating and growing our business is likely to require additional capital, and if capital is not available to us, our business, operating results and financial condition may suffer. Operating and growing our business is expected to require further investments in our business. We have generated negative cash from operating activities and may continue to generate negative cash from operating activities in the future. We may from time to time seek to raise additional capital through debt and / or equity financing to pursue strategic initiatives or make investments in our business. If we seek to raise funds through debt or equity financing, those funds may prove to be unavailable, may only be available on terms that are not acceptable to us or may result in significant dilution to our stockholders or higher levels of leverage. Our **term loan under the** Credit Agreement and **matures in February 2025. Our ability to refinance our existing** our **or** investment **future indebtedness will depend on the capital markets, including prevailing interest rates, and our financial condition and performance, which, among other things, is subject to economic, financial, competitive and other factors beyond our control. In addition, our Credit** agreement **Agreement** with **and the** H. I. G. **Investment Agreement** contain restrictions that limit our ability to incur additional

indebtedness, issue certain types of equity securities with rights and preferences senior to or pari passu with our Series A Preferred Stock, make certain types of investments or obtain additional financing. Pursuant to the terms of **the** ~~our investment agreement with~~ H. I. G. **Investment Agreement** , we ~~must~~ **are currently required to** obtain the consent of H. I. G. in order to incur ~~any~~ **certain** indebtedness, which could limit our ability to obtain additional financing ~~until our adjusted EBITDA for the trailing four quarters increases~~ . If we are unable to **refinance our existing or future indebtedness, we cannot** obtain adequate financing or **we cannot obtain** financing on terms satisfactory to us when we require it, **we may default on our existing or future indebtedness, and** our ability to continue to pursue our business objectives and to respond to business opportunities or challenges could be harmed, and our business, operating results and financial condition could be materially and adversely affected. If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements could be impaired, which could adversely affect our operating results, our ability to operate our business and our stock price. We have a complex business organization. Ensuring that we have adequate internal financial and accounting controls and procedures in place to help ensure that we can produce accurate financial statements on a timely basis is a costly and time- consuming effort that needs to be re- evaluated frequently and is complicated by the expansion of our business operations and changing accounting requirements. Our management, including our chief executive officer and chief financial officer, does not expect that our internal control over financial reporting will prevent all errors or all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system' s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Over time, controls may become inadequate because changes in conditions or deterioration in the degree of compliance with policies or procedures may occur. Because of the inherent limitations in a cost- effective control system, misstatements due to error or fraud may occur and not be detected. We cannot assure that significant deficiencies or material weaknesses in our internal control over financial reporting will not be identified in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in significant deficiencies or material weaknesses, cause us to fail to timely meet our periodic reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of periodic management evaluations and annual auditor attestation reports regarding disclosure controls and the effectiveness of our internal control over financial reporting required under Section 404 of the Sarbanes- Oxley Act of 2002 and the rules promulgated thereunder. The existence of a material weakness could result in errors in our financial statements that could result in a restatement of financial statements, cause us to fail to timely meet our reporting obligations and cause investors to lose confidence in our reported financial information, leading to a decline in our stock price and potential lawsuits against us. Changes in our provision for income taxes or adverse outcomes resulting from examination of our income or other tax returns or changes in tax legislation could adversely affect our results. Our provision for income taxes is subject to volatility and could be adversely affected by earnings differing materially from our projections, changes in the valuation of our deferred tax assets and liabilities, tax effects of stock- based compensation, or adverse outcomes as a result of tax examinations or by changes in tax laws, regulations, accounting principles, including accounting for uncertain tax positions, or interpretations thereof. To the extent that our provision for income taxes is subject to volatility or adverse outcomes as a result of tax examinations, our operating results could be harmed. Significant judgment is required to determine the recognition and measurement attribute prescribed in U. S. generally accepted accounting principles relating to accounting for income taxes. In addition, we are subject to examinations of our income tax returns by the Internal Revenue Service and other tax authorities. We assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There may be exposure that the outcomes from these examinations will have an adverse effect on our operating results and financial condition. Our ability to use net operating losses to offset future taxable income may be subject to certain limitations. We have net operating loss carryforwards for federal and state income tax purposes to offset future taxable income. ~~Our federal and state net operating loss carryforwards begin expiring in 2034 and 2023, respectively.~~ A lack of future taxable income would adversely affect our ability to utilize these net operating loss carryforwards. In addition, utilization of the net operating loss carryforwards may be subject to a substantial annual limitation due to ownership changes that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended (the **"** **“** Code **"** **”**), and similar state provisions. These ownership change limitations may limit the amount of net operating loss carryforwards and other tax attributes that can be utilized annually to offset future taxable income and tax, respectively. In general, an " ownership change " as defined by Section 382 of the Code results from a transaction or series of transactions over a three- year period resulting in an ownership change of more than 50 percentage points (by value) of the outstanding stock of a company by certain stockholders. Our ability to use the remaining net operating loss carryforwards may be further limited if we experience a Section 382 ownership change as a result of future changes in our stock ownership. Risks Related to Our Technology If we fail to properly maintain existing or implement new information systems, our business may be materially adversely affected. The performance, reliability and availability of our ecommerce platform, cloud contact center and underlying network infrastructures are critical to our financial results, brand and relationship with members, marketing partners and health insurance carriers. Although we regularly attempt to enhance our platforms and system infrastructure, system failures and interruptions may occur if we are unable to accurately project the rate or timing of increases in our website or call center traffic or for other reasons, some of which are completely outside our control. We could experience significant failures and interruptions, which would harm our business, operating results and financial condition. If these failures or interruptions occurred during the Medicare annual enrollment period, the Medicare Advantage open enrollment period or during the open enrollment period under health care reform, the negative impact on us would be particularly pronounced. We rely in part upon third- party vendors, including cloud infrastructure and bandwidth providers, to operate our ecommerce platform and ~~customer care~~ **advisor enrollment** ~~center~~

centers . Consumers using our website and accessing our services depend upon Internet, online and other service providers for access to our website and services. Our remote employees rely on third- party service providers to access our systems and other agent productivity tools. We cannot predict whether additional network capacity will be available from these vendors as we need it, and our network or our suppliers' networks might be unable to achieve or maintain a sufficiently high capacity of data transmission. Any significant interruption in access to our ~~call~~ **advisor enrollment** centers or our website or increase in our website' s response time as a result of these difficulties could impair our revenue- generating capabilities, damage our reputation and our relationship with insurance carriers, marketing partners and existing and potential members, and harm our business, operating results and financial condition. In addition, any loss of data could result in loss of customers and subject us to potential liability. Our business operations may also be disrupted if our employees are unable to work from home effectively as a result of technical difficulties experienced by these service providers. Many of these service providers have experienced significant outages, delays and other difficulties in the past and could experience them in the future. If these third parties experience difficulty providing the services we require or meeting our standards for those services, it could make it difficult for us to operate some aspects of our business. Our and our vendors ~~'~~ **'** facilities, database and systems are vulnerable to damage or interruption from human error, fire, floods, earthquakes and other natural disasters, power loss, telecommunications failures, physical or electronic break- ins, computer viruses, cyberattacks, acts of terrorism, other attempts to harm our systems and similar events. In particular, our ~~customer care~~ **advisor enrollment** center operations ~~'~~ **'** success depends on maintenance of functioning information technology systems. CMS rules require that our health insurance agent employees utilize CMS- approved scripts in connection with the sale of Medicare plans and that we record and maintain the recording of telephonic interactions relating to the sale of Medicare plans. We rely on telephone, call recording, customer relationship management and other systems and technology in our ~~customer care~~ **advisor enrollment** center operations, and we are dependent upon third parties for some of them, including our telephone and call recording systems. These systems have failed temporarily in the past and may experience additional disruption due to systems upgrades, power outages, an increase in remote work or other events. The effectiveness and stability of our ~~customer care~~ **advisor enrollment** center systems and technology are critical to our ability to sell health insurance plans, particularly during key times, such as the Medicare enrollment periods, and the failure or interruption of any of these systems and technology or any inability to handle increased volume would harm our business, operating results and financial condition. Our business is subject to security risks ~~and~~ , **and** if we experience a successful cyberattack ~~,~~ **or** a security breach or are otherwise unable to safeguard the confidentiality and integrity of the data we hold, including sensitive personal information, our business will be harmed. Maintaining the security of our products and services is ~~a~~ critical ~~issue~~ for us, our consumers **,** and **the** health insurance carriers ~~that~~ we work with. Despite our taking precautions, we cannot guarantee that our facilities and systems and those of our third- party service providers, will be free of security breaches, cyberattacks, acts of vandalism, computer viruses, malware, misplaced or lost data, programming and / or human errors or other similar events. We may be required to expend significant amounts and other resources to protect against security breaches or to mitigate and remediate problems caused by security breaches. Techniques used to obtain unauthorized access or to sabotage systems change frequently. **For example, attackers have used artificial intelligence and machine learning to launch more automated, targeted and coordinated attacks against targets.** As a result, we may be unable to anticipate ~~these~~ **emerging** techniques or to implement adequate preventative measures preemptively. Additionally, our third **-** party service providers may cause security breaches for which we are responsible. Any compromise or perceived compromise of our security or the security of one of our vendors could damage our reputation, cause the termination of relationships with government- run health insurance exchanges and our members, marketing partners and health insurance carriers, reduce demand for our services and subject us to significant liability and expense as well as regulatory action and lawsuits, any of which would harm our business, operating results and financial condition. The attack surface available to criminals is increasing as more companies and individuals work remotely and otherwise work online. Consequently, the risk of a cybersecurity incident has increased. We cannot ~~provide assurances~~ ---- **assure** that our preventative efforts, or those of our vendors or service providers, will be successful. These actual and potential breaches of our security measures and the accidental loss, inadvertent disclosure **,** or unauthorized dissemination of proprietary information or sensitive, personal **,** or confidential data about us, our employees, our customers **,** or their end users, including the potential loss or disclosure of such information or data as a result of hacking, fraud, trickery or other forms of deception, could expose us, our employees, our customers or the individuals affected to a risk of loss or misuse of this information. This may result in litigation and liability or fines, our compliance with costly and time- intensive notice requirements, governmental inquiry or oversight **,** or a loss of customer confidence, any of which could harm our business or damage our brand and reputation, thereby requiring time and resources to mitigate these impacts. We may not be able to adequately protect our intellectual property, which could harm our business and operating results. **Our** ~~We believe that our~~ intellectual property is an essential asset of our business **,** and **we believe** that our technology currently gives us a competitive advantage in the distribution of Medicare- related, individual ~~and~~ **,** family and small business health insurance. We rely on a combination of patent, copyright, trademark and trade secret laws **,** ~~as well as~~ confidentiality procedures and contractual provisions to establish and protect our intellectual property rights in the United States. ~~The~~ **Our** efforts ~~we have taken~~ to protect our intellectual property may ~~not~~ **need to** be ~~sufficient~~ **revised** or **more** effective, and our trademarks or patents may be held invalid or unenforceable. Moreover, the law relating to intellectual property is not as developed in China, and our intellectual property rights may not be as respected in China as they are in the United States. We may not be effective in policing unauthorized use of our intellectual property, trade secrets and other confidential information, and even if we do detect violations, litigation may be necessary to enforce our intellectual property rights. Any enforcement efforts we undertake, including litigation, could be time- consuming and expensive, could divert our management' s attention and may result in a court determining that our intellectual property or other rights are unenforceable. If we are not successful in cost- effectively protecting our intellectual property rights, trade secrets and confidential information, our business, operating results and

financial condition could be harmed. Risks Related to Ownership of Our Common Stock Our future operating results are likely to fluctuate and could fall short of expectations, which could negatively affect the value of our common stock. Our operating results are likely to fluctuate as a result of a variety of factors, including the factors described elsewhere in this Risk Factors section, many of which are outside of our control. For example and among these factors, the assumptions underlying our estimates of commission revenue as required by ASC 606 may vary significantly over time. As a result, comparing our operating results on a period- to- period basis may not be meaningful and you should not rely on our past results as an indication of our future performance, particularly in light of the fact that our business and industry are undergoing substantial change as a result of health care reform, competition, shifts in carrier and regulator priorities and initiatives we determine to pursue. If our revenue or operating results differ from our guidance or fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially. In the past, when our revenue and operating results differed from our guidance and the expectations of investors or securities analysts, the price of our common stock was impacted. Our actual operating results may differ significantly from our guidance. From time to time, we have released, and may continue to release guidance in earnings conference calls, earnings releases, or otherwise, regarding our future performance that represents our management ~~'~~ ' s estimates as of the date of release. This guidance, which includes forward- looking statements, has been, and will be, based on projections prepared by our management. 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. Our actual results have, and may in the future, 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. Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Among these factors, the assumptions underlying our estimates of commission revenue as required by ASC 606, may vary significantly over time. We may state possible outcomes as high and low ranges. Any range we provide is not intended to imply that actual results could not fall outside of the suggested ranges. 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 could result in the actual operating results being different from our guidance, and the differences may be adverse and material. The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors and we may decide to suspend guidance at any time. We do not accept any responsibility for any projections or reports published by any such third parties. The price of our common stock has been and may continue to be volatile, and the value of your investment could decline. The trading price of our common stock has been volatile and is likely to continue to fluctuate substantially. ~~For the quarter ended December 31, 2022, the closing price of our common stock fluctuated from $ 2. 68 to $ 5. 29 per share.~~ The trading price of our common stock depends on a number of factors, including those described in this Risk Factors section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our common stock since you might be unable to sell your shares at or above the price you paid. Factors that could cause fluctuations in the trading price of our common stock include the following: • price and volume fluctuations in the overall stock market from time to time, including as a result of inflation, or political or geopolitical instability; • volatility in the market prices and trading volumes of our competitors ~~'~~ ' shares, including high technology stocks, which have historically experienced high levels of volatility; • any new debt and / or equity financing that we undertake to raise additional capital; • new laws or regulations or new interpretations of existing laws or regulations applicable to our business, including developments relating to the health care industry and the marketing and sale of Medicare plans; • actual or anticipated changes in our operating results or the growth rate of our business; • changes in operating performance and stock market valuations of other technology or insurance brokerage companies generally and of our competitors; • failure of securities analysts to maintain coverage of us, changes in financial estimates by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors; • sales of shares of our common stock by us or our stockholders; • announcements by us or our competitors of new products or services; • the public reaction to our press releases, other public announcements and filings with the SEC; • rumors and market speculation involving us or other companies in our industry; • negative publicity about us, including accurate and inaccurate third- party commentary or reports regarding us; • actual or anticipated developments in our business, our competitors ~~'~~ ' businesses or the competitive landscape generally; • our ability to control costs, including our operating expenses; • litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors; • developments or disputes concerning our intellectual property or other proprietary rights; • announced or completed acquisitions of businesses or technologies by us or our competitors; • changes in accounting standards, policies, guidelines, interpretations, or principles; • any significant change in our management; **• adverse events or perceptions affecting the U. S. or international financial systems;** and • general economic conditions, political instability and slow or negative growth of our markets. The effect of such factors on the trading market for our stock may be enhanced by the lack of a large and established trading market for our stock. In addition, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance. Additionally, as a public company, we face the risk of shareholder lawsuits, particularly if we experience declines in the price of our common stock. In the past, following periods of volatility in the overall market and the market prices of a particular company ~~'~~ ' s securities, securities class action lawsuits have often been instituted against affected companies. We have been, and may in the future be, subject to such legal actions. The **value of our investments is subject to significant capital markets risk related to changes in interest rates and**

credit spreads as well as other investment risks, which may adversely affect our business, financial condition, and results of operations. Our financial condition and operating results are affected by the performance of our investment portfolio. Our excess cash is invested by an external investment management service provider, under the direction of our management in accordance with our corporate cash management and investment policy. The policy defines constraints and guidelines that restrict the asset classes that we may invest in by type, duration, quality and value. Our investments are subject to market- wide risks, and fluctuations, as well as to risks inherent in particular securities. The failure of any of the investment risk strategies that we employ could have a material adverse effect on our business, financial condition, and results of operations. The value of our investments is exposed to capital markets risks, and our results of operations, liquidity, financial condition or cash flows could be adversely affected by realized losses, impairments and changes in unrealized positions as a result of: significant market volatility, changes in interest rates, changes in credit spreads and defaults, a lack of pricing transparency, a reduction in market liquidity, declines in equity prices, changes in national, state / provincial or local laws and the strengthening or weakening of foreign currencies against the U. S. dollar. Levels of write- down or impairment are impacted by our assessment of the intent to sell securities that have declined in value as well as actual losses as a result of defaults or deterioration in estimates of cash flows. If we reposition or realign portions of the investment portfolio and sell securities in an unrealized loss position, we will incur an other- than-temporary impairment charge or realized losses. Any such charge may have a material adverse effect on our business, financial condition, and results of operations. The issuance of shares of common stock underlying our convertible preferred stock would dilute the ownership and relative voting power of holders of our common stock and may adversely affect the market price of our common stock. The Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** is convertible at the option of the holders at any time into shares of common stock based on the then applicable conversion rate as determined in the certificate of designations for the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** , which conversion would dilute the ownership interest of existing holders of our common stock. In addition, because holders of our Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** are entitled to vote, on an as- converted basis (subject to certain voting limitations and conversion calculations set forth in the certificate of designations for the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock**), together with holders of our common stock on all matters submitted to a vote of the holders of our common stock, the issuance of the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** effectively reduces the relative voting power of the holders of our common stock. Any sales in the public market of the common stock issuable upon conversion of the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** could adversely affect prevailing market prices of our common stock. Pursuant to the **H. I. G.** ~~investment~~ **Investment** ~~agreement~~ **Agreement** , holders of our Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** have customary resale registration rights for common stock issued upon conversion of the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** upon closing. Any resale of our common stock would increase the number of shares of our common stock available for public trading **, and resales** ~~. Sales by our Series A preferred stockholder~~ of a substantial number of shares of our common stock in the public market, or the perception that such sales might occur, could have a material adverse effect on the price of our common stock. Our convertible preferred stock ~~investors~~ **investor** ~~have~~ **has** rights, preferences and privileges that are not held by, and are preferential to, the rights of our common stockholders, which could adversely affect our liquidity and financial condition, result in the interests of our convertible preferred stock ~~investors~~ **investor** differing from those of our common stockholders and make an acquisition of us more difficult. **H. I. G., the initial purchaser and the current** ~~Holders~~ **holder** of our Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** ~~have~~ **, has** (i) a liquidation preference **,** (ii) rights to dividends, which are senior to all of our other equity securities, (iii) redemption rights beginning on April 30, 2027, (iv) the right to require us to repurchase any or all of their Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** in connection with certain change of control events ~~,~~ and (v) conversion price adjustments in connection with certain corporate transactions, each subject to the terms, conditions and exceptions contained in the certificate of designations for the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** . These dividend and share repurchase and redemption obligations could impact our liquidity and reduce the amount of cash flows available for working capital, capital expenditures, growth opportunities, acquisitions, and other general corporate purposes. The terms of **the** ~~our investment agreement with~~ H. I. G. **Investment Agreement** ~~, the initial purchaser of our Series A Preferred Stock,~~ could also limit our ability to obtain additional financing or increase our borrowing costs, which could have an adverse effect on our financial condition. As of the date of this report, pursuant to the terms of **the** ~~our investment agreement with~~ H. I. G. **Investment Agreement** , we must obtain the consent of H. I. G. in order to incur any indebtedness, which could limit our ability to obtain additional financing ~~until our adjusted EBITDA for the trailing four quarters increases~~ . The preferential rights could also result in divergent interests between H. I. G. and holders of our common stock. Furthermore, a sale of our company, as a change of control event, may require us to repurchase Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** , which could have the effect of making an acquisition of our company more expensive and potentially deterring proposed transactions that may otherwise be beneficial to our stockholders. Our convertible preferred stock ~~investors~~ **investor** may exercise influence over us, including through its ability to designate up to two directors on our ~~board~~ **Board** of ~~directors~~ **Directors** . **The** ~~Our investment agreement with~~ H. I. G. ~~contains certain negative operating covenants that will remain in effect for so long as H. I. G. continues to own at least 30 % of the shares of Series A preferred stock originally issued to it. Further, the investment~~ **Investment** ~~agreement~~ **Agreement** entitles H. I. G. to nominate one individual for election to our ~~board~~ **Board** of ~~directors~~ **Directors** for so long as it continues to own at least 30 % of the common stock issuable or issued upon conversion of the Series A ~~preferred~~ **Preferred** ~~stock~~ **Stock** originally issued to it. The director designated by H. I. G. ~~will~~ **is** also ~~be~~ entitled to serve on committees of our ~~board~~ **Board** of ~~directors~~ **Directors** , subject to applicable law and stock exchange rules. ~~Notwithstanding the fact that all directors will be subject to fiduciary duties to us and to applicable law, the interests of the director designated by H. I. G. of our Series A preferred stock may differ from the interests of our security holders as a whole or of our other directors.~~ H. I. G. nominated Aaron C. Tolson to our ~~board~~ **Board** of ~~directors~~ **Directors** . Mr. Tolson was appointed to our ~~board~~ **Board** of ~~directors~~ **Directors** as a Class I director on August 30, 2021, and as of the date of this report serves as ~~the chairperson~~ **a member** of the compensation

~~committee and as a member of the equity incentive~~ committee, nominating and corporate governance committee and government and regulatory affairs committee of the ~~board~~ **Board** of ~~directors~~ **Directors** . In addition, ~~if we fail~~ **as discussed elsewhere in this Risk Factors section, failure** to maintain ~~certain levels of commissions receivable and~~ **the Minimum Asset Coverage Ratio or the Minimum** ~~liquidity~~ **Liquidity** ~~,~~ **Amount as of the date or the time period required by the** H. I. G. ~~will be~~ **Investment Agreement, for as long as H. I. G. continues to own at least 30 % of the Series A Preferred Stock originally issued to it in the private placement,** ~~entitled~~ **entitles H. I. G., subject to conditions and restrictions specified therein, to additional rights, including the right** to nominate one additional **member to our Board of Directors. The interests of any** director **designated by** ~~, and the consent of~~ H. I. G. ~~will~~ **may differ from the interests of our security holders as a whole or of our other directors. If the additional rights are used by H. I. G., it could** be ~~required~~ **distracting** to ~~approve our annual budget, hire or~~ **our** ~~terminate certain key~~ **management and disruptive to our operations or hinder our ability to** ~~executives~~ --- **execute our operational** and **strategic plans** ~~incur certain indebtedness as outlined in the investment agreement~~ . Anti- takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Our certificate of incorporation, bylaws, and Delaware law contain provisions which could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by our ~~board~~ **Board** of ~~directors~~ **Directors** . Our corporate governance documents include provisions: • creating a classified ~~board~~ **Board** of ~~directors~~ **Directors** whose members serve staggered three- year terms; • authorizing undesignated preferred stock, which could be issued by our ~~board~~ **Board** of ~~directors~~ **Directors** without stockholder approval and may contain voting, liquidation, dividend, and other rights superior to our common stock; • limiting the liability of, and providing indemnification to, our directors and officers; • limiting the ability of our stockholders to call and bring business before special meetings; • requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our ~~board~~ **Board** of ~~directors~~ **Directors** ; • controlling the procedures for the conduct and scheduling of ~~board~~ **Board** of ~~directors~~ **Directors** and stockholder meetings; and • providing our ~~board~~ **Board** of ~~directors~~ **Directors** with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which prevents some stockholders holding more than 15 % of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock. Our bylaws designate a state or federal court located within the State of Delaware as the exclusive forum for substantially all disputes between us and our stockholders and also provide that the federal district courts will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act ~~of 1933, as amended~~ , each of which could limit our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, stockholders or employees. Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (1) any derivative action or proceeding brought on our behalf, (2) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, stockholders, officers or other employees to us or our stockholders, (3) any action arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our bylaws or (4) any other action asserting a claim that is governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another State court in Delaware or the federal district court for the District of Delaware), except for any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court or for which such court does not have subject matter jurisdiction. This provision would not apply to any action brought to enforce a duty or liability created by the ~~Securities~~ Exchange Act ~~of 1934, as amended,~~ and the rules and regulations thereunder. Section 22 of the Securities Act establishes concurrent jurisdiction for federal and state courts over Securities Act claims. Accordingly, both state and federal courts have jurisdiction to hear such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our bylaws also provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act and against any person in connection with an offering of our securities. Any person or entity purchasing or otherwise acquiring or holding or owning (or continuing to hold or own) any interest in any of our securities shall be deemed to have notice of and consented to the foregoing bylaw provisions. Although we believe these exclusive forum provisions benefit us by providing increased consistency in the application of Delaware law and federal securities laws in the types of lawsuits to which each applies, the exclusive forum provisions may limit a stockholder' s ability to bring a claim in a judicial forum of its choosing for disputes with us or our current or former directors, officers, stockholders or other employees, which may discourage such lawsuits against us and our current and former directors, officers, stockholders and other employees. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder as a result of our exclusive forum provisions. Further, the enforceability of similar exclusive forum provisions in other companies' organizational documents have been challenged in legal proceedings, and it is possible that a court of law could rule that these types of provisions are inapplicable or unenforceable if they are challenged in a proceeding or otherwise. If a court were to find either exclusive forum provision contained in our bylaws to be inapplicable or unenforceable in an action, we may incur significant additional costs associated with resolving such action in other jurisdictions, all of which could harm our results of operations. General Risk

Factors We are subject to risks associated with public health crises, pandemics, natural disasters, changing climate conditions and other extreme events, including legal, regulatory and social responses thereto, which have and could have an adverse effect on our business. Large- scale medical emergencies, pandemics (such as COVID- 19) and other extreme events could result in public health crises or otherwise have a material adverse effect on our business operations, cash flows, financial ~~conditions~~ **condition** and results of operations. For example ~~, disruptions in public and private infrastructure resulting from such events could increase our operating costs and ability to provide services to our clients and customers. Additionally~~ , we had to adjust our operations in response to the COVID- 19 pandemic **and resulting disruptions in public and private infrastructure** . Global climate change has added, and will continue to add, to the unpredictability, frequency and severity of natural disasters, including but not limited to hurricanes, tornadoes, freezes, droughts, other storms and fires in certain parts of the world. In response, a number of legal and regulatory measures and social initiatives have been introduced in an effort to reduce greenhouse gas and other carbon emissions that are chief contributors to global climate change. We cannot predict the impact that changing climate conditions will have on our business **; however** , ~~though~~ **we recognize that there are inherent climate- related risks wherever business is conducted. Climate- related events, including** extreme weather events could impact our ~~facilities~~ **critical infrastructure** , technological assets, business continuity and reputation **. The increasing frequency of extreme weather events also has the potential to disrupt the business of our third- party vendors, partners and our customers** . The legal, regulatory and social responses to climate change could also adversely affect our results of business, operating results and financial ~~conditions~~ **condition** . We face risks related to heightened inflation, recession, financial and credit market disruptions and other economic conditions. Customer and consumer demand for health insurance ~~plan~~ **plans** may be impacted by weak economic conditions, recession, market volatility or other negative economic factors in the **United States** ~~U. S.~~ or other nations. For example, in 2022, the United States experienced significantly heightened inflationary pressures which ~~we expect to continue~~ **continued** into 2023. ~~In addition, as a result of such negative economic factors some~~ **Some** of our members may delay signing up for an insurance plan or opt into a plan with lower insurance premiums **as a result of such negative economic factors** , and we may also experience potential delays in customer premium payments or an increase in plan termination rates, any of which could harm our business. In addition, **limited liquidity, defaults, non- performance or other adverse developments affecting financial institutions, or perceptions regarding these or similar risks, have in the past and may in the future lead to market- wide liquidity problems, and such adverse developments may impact parties with which we do business and their liquidity. These macroeconomic factors could materially and adversely affect our business, operating results and financial condition. For example, the closures of Silicon Valley Bank (" SVB "), Signature Bank and First Republic Bank resulted in broader financial institution liquidity risk and concerns. Although we were able to access all of the funds we had on deposit with SVB, the failure of any bank in which we deposit our funds could reduce the amount of cash we have available for our operations or delay our ability to access such funds. We continue to assess our banking relationships as we believe necessary or appropriate; however,** disruptions in financial **institutions,** ~~and / or~~ credit markets **and / or the broader financial services industry may lead to market- wide liquidity shortages,** may limit our access to preferred sources of liquidity when needed or on terms we find acceptable, and our borrowing costs could increase. An economic or credit crisis could occur and impair credit availability and our ability to raise capital when needed. **46**