Risk Factors Comparison 2024-02-22 to 2023-02-27 Form: 10-K

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

Our business is subject to numerous risks and uncertainties that you should consider. These risks include, but are not limited to, the following: • If we are unable to attract and retain customers, our future results of operations could be harmed. • Our business and revenue have been adversely affected and could in the future be adversely affected by macroeconomic factors in the global economy, including those related to inflationary pressures, **volatility and uncertainty in the financial services industry,** shifting foreign exchange rates, geopolitical disruptions, and the effects of global health crises ~~, such as the COVID- 19 pandemic~~ . • A security breach or incident may compromise the integrity of our products, create service outages for our hosted products, or allow unauthorized access to our network or our customers' data, harm our reputation, create additional liability and adversely impact our financial results. • We have experienced ~~rapid~~ **strong** subscription revenue growth in recent periods, and our recent growth rates may not be indicative of our future growth. • If our existing customers terminate or do not renew their subscriptions or maintenance contracts, it could have an adverse effect on our business and results of operations. ~~- 20 -~~ • If we do not successfully manage our strategy and business model transition for our cloud- and subscription- based offerings, **including our consumption- based license model,** our business may become more difficult to predict and our results of operations may be adversely affected ~~. • We may not be able to successfully manage the growth of our business if we are unable to scale our operations and enhance our internal systems, processes, and controls~~ . • Legal and regulatory changes in jurisdictions in which we do business, including regulations relating to localization and transfer of personal and other regulated types of data, and changes in the manner in which those laws and regulations are interpreted and enforced, could impose additional costs on the operation of our products and services, require changes in their functionality, or reduce customer demand. • The loss of our key personnel, **unexpected** ~~an increase in our~~ sales force personnel turnover ~~rate~~ or decrease in sales force productivity, or the inability to attract and retain additional **skilled** personnel could adversely affect our ability to grow our company successfully and may negatively impact our results of operations. • If we are unable to successfully respond to technological advances and evolving industry standards, we could experience a reduction in our future product sales, which would cause our revenues to decline. • Our current research and development efforts, including the introduction of new products, the integration of acquired products, and the enhancements of existing products, may not be successful or result in significant revenue, cost savings or other benefits in the near future, if at all. **- 19-** Risks Related to Our Business and Industry The success of our business depends on our ability to attract and retain customers. To do so, we must persuade decision makers at enterprises and other organizations that our products offer significant advantages over those of our competitors. Other factors, many of which are out of our control, ~~may now~~ **have impacted** or **may** in the future impact our ability to attract and retain customers, including: • our failure to generate sufficient awareness and demand for our products; • our failure to meet sales targets for net new subscription business including our cloud **offerings; • our failure to migrate on- premise products to cloud subscription** offerings; • potential customers' commitments to existing vendors; • potential customers' greater familiarity and / or comfort with our competitors' products; • real or perceived switching costs; • real or perceived complexity deploying our products; • our failure to help our customers successfully deploy and use our products; • our failure to satisfy customer demand for new features, products and services; • our failure to expand sales via additional new products with existing customers; • potential customers' failure to appreciate the benefits of our platform relative to their existing data management products; • our competitors' product offerings and pricing strategies being considered favorable to ours; • our failure to expand, retain ~~and~~ **,** motivate **and align** our sales and marketing personnel; • our failure to develop or expand relationships with existing sales partners or to attract new sales partners; • the adoption of new, or amendment of existing, laws, rules and regulations that negatively impact the utility of our products; • the perceived risk, commencement or outcome of litigation against us; and ~~- 21 -~~ • deteriorating general economic conditions. If our efforts to attract and retain customers are not successful, our revenue and rate of revenue growth may decline, we may not be able to achieve, or successfully sustain, profitability, our business may become more difficult to predict, and our future results of operations could be materially harmed. Our business and revenue have been adversely affected and could in the future be adversely affected by global macroeconomic factors, including those related to inflationary pressures, **volatility and uncertainty in the financial services industry,** geopolitical disruptions, and the effects of global health crises ~~such as the COVID- 19 pandemic~~ . Continuing concerns over economic and business prospects in the United States and throughout the world, including impacts related to inflationary pressures **, volatility and uncertainty in the financial services industry,** and geopolitical disruptions have contributed to increased volatility and diminished expectations for the global economy. As a global company, we are subject to the risks arising from adverse changes in the domestic and global economies. In addition, uncertainty in the macroeconomic environment and associated global economic conditions have resulted in volatility in credit, equity, and foreign currency markets. **Our** ~~In 2022, our~~ revenues ~~were~~ **are** subject to ~~increased~~ foreign currency exchange volatility, resulting in a ~~negative~~ **favorable** impact of approximately $ ~~48~~ **2. 6** million from foreign currency exchange rates **for the** year ~~- over -~~ **ended December 31, 2023 compared to the** year **ended December 31, 2022** . These macroeconomic conditions have and are likely to continue to adversely affect the buying patterns of our customers and prospective customers, including the length of sales cycles, our overall pipeline and pipeline conversion rates, and our revenue growth expectations. In addition, we have experienced, and could experience in the future, delays in payments **or cancellations** from our customers experiencing weakness in their business as a result of the macroeconomic environment and associated global economic conditions, which could increase our credit risk exposure or adversely impact our cash flows and harm our financial condition. For example, in 2022 **and 2023** we experienced lengthening sales cycles, a decrease in pipeline conversion rates and slower revenue growth. If **- 20-** macroeconomic or geopolitical conditions continue to deteriorate or if the recovery is delayed, slows or is uneven, our overall results of operations could be adversely affected, we may not be able to grow at the rates we have experienced in the past and we could fail to meet the expectations of investors. ~~Additionally~~ **The full extent of the impact of current macroeconomic factors** , **including those related to inflationary pressures, volatility and uncertainty in the financial services sector, foreign exchange rates, geopolitical disruptions, and** the effects of global health crises ~~such as the COVID- 19 pandemic have impacted and may continue to directly or indirectly impact our business, results of operations, and financial condition as a result of measures which have previously, and in the future may be, taken to mitigate the spread of COVID- 19. Our customers have experienced, and may continue to experience, disruptions in their operations, which have resulted in delayed, reduced, or canceled orders and requests for renegotiation or extended payment terms. Due to our subscription- based business model, the effects of any global health crisis may not be fully reflected in our results of operations until future periods. Further, while COVID- 19 related restrictions have eased in many locations, evolving and uncertain conditions relating to the pandemic may continue to impact our operations globally as the virus continues to mutate and severe infection rates fluctuate. For example, we have a significant number of research and development, customer support, and general and administrative personnel located in India, which continues to be impacted by COVID- 19. The full extent of the impact of current macroeconomic factors, including those related to inflationary pressures, foreign exchange rates, geopolitical disruptions, and the effects of global health crises such as the COVID- 19 pandemic~~ , on **our** ~~the Company' s~~ operational and financial performance remains uncertain and will depend on many factors outside **of our** ~~the Company' s~~ control **. Due to our subscription- based business model, the effects of any such factors may not be fully reflected in our results of operations until future periods** . To the extent these factors adversely affect **our** ~~the Company' s~~ business, results of operations, and financial condition, this may also have the effect of heightening many of the other risks described in this section. We make significant efforts to **implement cybersecurity risk management processes that** maintain the security and integrity of our product source code and the computer systems that are used to develop and host our products. However, the threats to computer systems, networks and data security are increasingly diverse and sophisticated. In addition to traditional computer " hackers, " ransomware attacks, malicious code (such as viruses and worms), employee **error,** theft or misuse, and denial of service attacks, sophisticated nation- state and nation- state supported actors now engage in intrusions and attacks (including advanced persistent threat intrusions), and fundamental software vulnerabilities add to the risks to our products and computer systems, including our internal network **and service providers' systems** , and the information they store and process. These risks and threats are heightened by **the fact that** many of our employees and service providers ~~working~~ **work** remotely ~~. Additionally, cybersecurity researchers have warned of heightened risks of cybersecurity attacks, in connection with the military- 22- conflict between Russia and Ukraine. During the second half of fiscal 2022, we wound down operations in a small (29 person) engineering office in Kazan, Russia~~ . Like all cloud service providers and organizations, our cloud software and enterprise networks could be affected by incidents caused by **cybersecurity attacks** ~~cyber activists sympathetic to the conflict~~ . The impact of such an incident could disrupt the proper functioning of our products, create a service outage for our cloud services, cause errors in the output of our customers' work, allow unauthorized access to, or use, disclosure, loss, acquisition, modification, unavailability, destruction or other processing of, sensitive, proprietary or confidential information of ours or our customers, and cause other destructive outcomes. If any actual or perceived cybersecurity attack or security breach or incident affecting us or our products or services were to occur, our **services could be delayed or interrupted, our** reputation may suffer, customers may stop buying our products and services, we could face claims, lawsuits and other proceedings by governmental and private actors, could face fines and other potential liability, and could find it necessary or appropriate to expend significant capital and other resources to alleviate problems caused by the cybersecurity attack or security breach or incident, and our business **, renewal rates** , results of operations and financial condition could be negatively affected. We and our service providers may face difficulties or delays in identifying, remediating and otherwise responding to any cybersecurity attack or other security breach or incident. In addition, as we continue to devote more resources to evaluate our computer systems, networks and products for security vulnerabilities, the cost of addressing these vulnerabilities and otherwise working to prevent security breaches and incidents could reduce our operating margins. If we do not address security vulnerabilities or otherwise provide adequate security features in our products and cloud services, customers may delay or stop purchasing our products and cloud services. Furthermore, we expect the risks related to computer system, network or security incidents to increase as we continue to develop our **products and** cloud **subscription offerings** ~~products and services~~ , which may store, transmit and process our customers' sensitive, proprietary or confidential data, including personal or identifying information, in cloud- based IT environments. ~~In December 2021~~ **We use open source and other third- party libraries and applications** , ~~we became aware of~~ **which may be subject to** security vulnerabilities ~~associated with Apache Log4j~~ **that affect our products, services or operations. These providers historically announce security vulnerabilities in their products and libraries from time to time** , which **our operations** ~~we use in certain enterprise~~ and ~~customer- facing Java applications~~ **development teams monitor and evaluate for impact to our products and services** . ~~During 2022,~~ **We expect these** third- party providers **to continue testing** ~~that we include in our products~~ and ~~services, including Apache,~~ **making similar announcements. These** announced ~~security~~ vulnerabilities **have caused** ~~in their products and libraries. Although no customer or Informatica proprietary data were impacted,~~ our security, operations, development and customer success personnel **to** ~~invested~~ -- **invest** unplanned time and resources in investigation, patching, documentation, and customer communications ~~. We expect third- party providers to continue testing and making similar announcements. Any actual or perceived cybersecurity attack or security breach or incident could delay or interrupt service to our customers and may deter customers from using our products and services~~ . We also engage third- party vendors and service providers to store and otherwise process some of our and our customers' data, including sensitive and personal information. Our vendors and service providers may also be the targets of cyberattacks, malicious software, phishing schemes, fraud and other means of effectuating security breaches and incidents. Our ability to monitor our vendors and service providers' data security is limited, and, in any **- 21-** event, third parties may be able to circumvent those security measures, resulting in the unauthorized access to, or misuse, disclosure, loss, acquisition, modification, unavailability, destruction or other processing of, our and our customers' data, including sensitive and personal information. There ~~may~~ have been and may continue to be significant supply chain attacks, and we cannot guarantee that our or our third- party providers' systems and networks have not been breached or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our systems and networks or the systems and networks of third parties that support us and our products and services. In addition, we have acquired a number of companies, products, services and technologies and may continue to do so in the future. As a result, we may inherit additional IT security issues when we integrate these acquisitions. Throughout our history, our self- managed products have accrued historical potential security vulnerabilities. As we migrate these products and underlying features and components to our cloud platform, many of these vulnerabilities are addressed, but some may persist. These potential vulnerabilities are reviewed according to our risk- based process that considers the residual risk based on compensating controls and other factors. Within our self- managed products, some existing vulnerabilities may become more impactful over time and some vulnerabilities may be newly discovered along with the normal course of security vulnerability disclosure. These vulnerabilities may require significant unplanned engineering effort and cost to resolve and redistribute to customers who remain on the self- managed version of our software. **Further, we have incorporated artificial intelligence (" AI") technologies into our platform, and may continue to do so in the future. Our use of AI technologies may create additional cybersecurity risks or increase cybersecurity risks, including risks of security breaches and incidents. Further, AI technologies may be used in connection with certain cybersecurity attacks, resulting in heightened risks of security breaches and incidents.** Techniques used to sabotage or obtain unauthorized access to computers systems or networks are constantly evolving and, in some instances, are not identified until launched against a target. We and our service providers may be unable to anticipate these techniques, react in a timely manner, or implement adequate preventative measures. Further, we cannot assure that any limitations of liability provisions in our customer and user agreements, contracts with third- party vendors and service providers or other contracts would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any particular claim relating to a security breach or other security- related matter. We also cannot be sure that our existing insurance coverage ~~- 23-~~ will continue to be available on acceptable terms, if at all, or will be available in sufficient amounts, if at all, to cover claims related to a security incident or breach, or that the insurer will not deny coverage as to any future claim. The successful assertion of claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co- insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation. We have experienced ~~rapid~~ **strong** subscription revenue growth in recent periods. We recognized subscription revenues of $ **1, 003. 5 million, $** 857. 2 million ~~,~~ **and** $ 747. 7 million ~~and $ 593. 8 million~~, representing **approximately 100 %,** 99 %, **and** 96 ~~%, and 90~~ % of total software revenue **during** ~~for each year, for~~ the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively. The year- over- year growth rates for subscription revenue were **17 %,** 15 %, **and** 26 % **during** ~~, and 26 % for~~ the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively, ~~as a result~~ **on the basis** of year- over- year additions of $ **146. 3 million, $** 109. 5 million ~~,~~ **and** $ 153. 8 ~~million and $ 122. 1~~ million in subscription revenue for those same periods. As we increase our total subscription revenue in any given period, it requires higher year- over- year increases in the absolute value of new subscription revenue to maintain the same percentage growth rate. As a result, our current subscription revenue growth rates **have declined and may continue to decline,** may not be indicative of our future subscription revenue growth rates, ~~they~~ may be adversely impacted by foreign exchange rates, and we may not be able to sustain revenue growth consistent with recent history, or at all. We believe our ability to continue to increase our subscription revenue depends on a number of factors, including, but not limited to: • our ability to attract and retain subscription customers; • our ability to expand within our existing subscription customer basis; • our ability to continue to expand customer adoption of our platform; • our ability to compete effectively against a variety of different vendors who offer data management products; • continued growth of cloud- based services; and **- 22-** • our ability to continue to develop new products to expand the offerings in our platform. If we are unable to achieve any of these requirements, our subscription revenue growth may decline, and our business and results of operations would be adversely affected. **If our existing customers terminate or do not renew their subscription or maintenance contracts, it could have an adverse effect on our business and results of operations.** We expect to derive a significant portion of our Subscription ARR from our existing subscription customer base. For the year ended December 31, ~~2022~~ **2023**, approximately 90 % of our total Subscription ARR was generated from existing subscription customers. As a result, achieving a high renewal rate of our subscriptions is critical to our business. Our customers typically have no contractual obligation to renew their subscriptions after the completion of their then current subscription term, which is typically one to three years, and certain of our customers have a right to terminate during the subscription term. Our customers' renewal rates may decline or fluctuate, and termination rates may increase or fluctuate, as a result of a number of factors, including their lack of satisfaction with our platform or our customer support **, their failure to utilize all of the IPUs purchased in their original agreement**, our products' inability to integrate with new and changing technologies, the perception of frequent or severe subscription outages, delays or lags in our product uptime or latency, and a mismatch in the pricing of our products and competing offerings. Even if our customers renew their subscriptions, they may renew for shorter subscription terms than we anticipate, they may not expand the usage of our products at the rate we are expecting, or they may insist on other renewal terms that are less economically beneficial to us. We cannot be certain that our customers will renew ~~their subscriptions~~ or expand their subscriptions nor can we be certain that our customers will not terminate their subscriptions in whole or in part. If our customers terminate or do not renew their subscriptions, or renew on less favorable terms, our revenue may grow more slowly than expected or decline, our subscription renewal rate and subscription net retention rate may decline, and we may not accurately predict future revenue from existing customers. Furthermore, in **2023, we had $ 496. 0 million of maintenance**

revenue, which was 31 % of our total revenue of $ 1, 595. 2 million. In 2022, we had $ 520. 0 million of maintenance revenue, which was 35 % of our total revenue of $ 1, 505 ~~. 1 million. In 2021, we had $ 558. 5 million of maintenance revenue, which was 39 % of our total revenue of- 24- $ 1, 444~~ . 1 million. Achieving a high renewal rate on our maintenance contracts is critical to our business. Our customers have no contractual obligation to renew their maintenance contracts after the completion of their then- current contract term, which is typically one to three years, and certain of our customers have a right to terminate during the term. Our customers' renewal rates may decline or fluctuate, and termination rates may increase or fluctuate, as a result of a number of factors, including the change in our business model to move away from self- managed licenses in favor of cloud **subscription offerings** ~~- native products~~ , customers' lack of satisfaction with our products or our customer support, our products' inability to integrate with new and changing technologies and a mismatch in the pricing of our products and competing offerings. Even if our customers renew their maintenance, they may renew for shorter terms than we anticipate or on other terms that are less economically beneficial to us. Customers may also not renew their maintenance if they want to move their perpetual licenses to a cloud architecture and we are unable to accommodate them with an acceptable migration plan. We cannot be certain that our customers will renew their maintenance nor can we be certain that our customers will not terminate their maintenance in whole or in part. If our customers terminate or do not renew their maintenance, or renew on less favorable terms, our revenue may grow more slowly than expected or decline, our maintenance renewal rate may decline, and we may not accurately predict future revenue from existing customers. The continued adoption of cloud services, the increasing customer demand for subscription- based licensing, the accelerating volume and diversity of data creation, and the critical importance of ~~data~~ security continue to redefine business computing. We offer our products on a subscription- based license model including our cloud data management products that provide our customers with functionality within a cloud- based IT environment. Our strategy and business model for these subscription- based offerings, which **are also offered on a consumption- based pricing model,** differs from our legacy perpetual license- based model, continue to evolve and are subject to risks and uncertainties. It is difficult to forecast the revenue mix **of perpetual, maintenance, self- managed subscription- 23- and cloud subscription** for our new sales and this makes it challenging to predict what portion of our new sales will be recognized as revenue in the current period versus recognized ratably over multiple periods. We have continued to build on our cloud- focused strategy with the development of ~~our Intelligent Data Management Cloud ("~~ IDMC ~~") platform~~ . As a result, we are deriving an increasing portion of our revenues over time from our subscription- based offerings. For example, we are ~~aggressively~~ investing in our go- to- market strategies and customer success organization for our cloud ~~-~~ **subscription offerings** and self- managed subscription products. These go- to- market strategies and efforts ~~may~~ differ from those we have used for perpetual license software products, may be temporarily disruptive and result in reduced sales productivity in addition to increased costs. The market for subscription- based offerings is not as mature as the market for perpetual license products and it may not develop as anticipated. In addition, market acceptance of subscription- based offerings, particularly cloud- based solutions, may be affected by a variety of factors, including concerns regarding the data security, privacy, cost, reliability, performance and perceived value associated with such offerings. Many customers have invested substantial resources on traditional, perpetually licensed, self- managed software solutions, and the related ongoing support services, and they may be unwilling or reluctant to migrate to cloud- based solutions or other subscription- based offerings. We may not be able to compete effectively or generate significant demand for or revenues from our subscription- based offerings. Also, we expect demand for our subscription- based offerings to unfavorably impact demand for certain of our other products and services, such as support services on perpetually licensed products. In addition, our subscription offering strategy will require continued investment in product development and operations, including cloud- based IT infrastructure. Additionally, our future success depends in part on the growth of the market for cloud data management solutions and an increase in the desire to ingest, store and process data in the cloud, and the market for cloud data management solutions and applications may not grow as expected and, even if such growth occurs, our business may not grow at similar rates, or at all. We may incur costs at a higher than expected rate as our subscription business continues to expand, adversely affecting our financial performance. In addition, we will incur costs associated with the investments in our subscription business in advance of our ability to recognize the revenue associated with our subscription offerings, which will have an adverse impact on our margins. As we continue to focus increasingly on cloud only solutions, we expect that fewer resources will be devoted to our self- managed offerings, which may cause customers who are only interested in self- managed solutions to not renew their subscription ~~or maintenance contracts~~ for those self- managed solutions. If we are unable to successfully establish our subscription offerings and navigate our business model transition in light of the foregoing risks and uncertainties, our results of operations could be negatively affected. ~~- 25-~~ As part of our strategy to move our business model from perpetual licenses and its associated maintenance to cloud and subscription based licensing, we have undertaken a program to migrate the installed base of our traditional PowerCenter products, which were originally **under** ~~purchased as~~ perpetual licenses, to our new cloud- based data integration offerings. As part of these migration transactions, we have offered and may continue to offer our customers credits on their maintenance bills and related professional services to assist with the overall migration process. To date we have signed agreements to migrate approximately ~~3~~ **4** . ~~6~~ **8** % of that installed base maintenance revenue to our cloud solution. These migration projects ~~are~~ **can be** time consuming and **may** require a significant level of professional services and customer data validation work to complete. As a result, the rate at which we are able to continue to migrate our maintenance installed base is difficult to forecast and there is no guarantee that we will be able to maintain or accelerate the pace of such migration projects. **Legal** ~~We continue to experience growth in our customer base~~ and ~~operations,~~ **regulatory changes in jurisdictions in** which ~~may place a strain on our management, administrative, operational and financial infrastructure. We anticipate that additional investments in our infrastructure will be necessary to scale our operations and increase productivity. These additional investments will increase our costs and may adversely affect our operating margins if~~ we **do** ~~are unable to sufficiently increase revenues to cover these additional costs. If we are unable to successfully scale our operations and increase productivity, we may be unable to execute our~~ business ~~strategies. Our business has grown in recent~~

~~years, as evidenced by headcount growth in India, Japan and EMEA, through internal expansion and through acquisitions, and we expect such growth to continue. As a result, we may need to enter into additional lease commitments, expand existing facilities, or purchase new facilities or undeveloped real estate, which may adversely affect our cash flows and results of operations. We utilize third- party data center facilities and public cloud providers~~ , including AWS, Microsoft Azure and Google Cloud...... international laws. Changes in laws and regulations relating to **artificial intelligence and machine learning or to localization and transfer of personal and other regulated types of data, and changes in the manner in which those laws and regulations are interpreted and enforced, could deter or reduce customer demand. Changes in laws and regulations relating to artificial intelligence and machine learning,** data privacy, data protection, and ~~information~~ security, and changes in how courts and supervisory authorities interpret and enforce those laws and regulations, may have the effect of deterring customers in some jurisdictions from commencing, continuing, or expanding use of our products and services. In particular, laws and regulations relating to the localization of categories of information in the jurisdiction of origin or to restrictions on transfer of categories of information out of the jurisdiction may reduce demand for our provision of cloud, professional and support services and / or inhibit our ability to offer those services efficiently and effectively with the features customers desire. This risk is heightened as more customers use cloud services in lieu of self- managed software. Even where we host cloud services in a customer' s jurisdiction, regulators concerned about the possibility of surveillance and intelligence gathering by foreign government entities may encourage those customers to seek alternative services of locally owned and controlled providers where available. If we are unable to retain existing customers and attract new customers as the legal and regulatory landscape continues to change, or if we fail to adapt to these changes, our results of operations **- 24-** may suffer. See risks related to privacy, data protection and information security regulation under " Risks Related to Regulation " below. **The loss of our key personnel, an unexpected turnover in sales force personnel or decrease in sales force productivity, or the inability to attract and retain additional skilled personnel could adversely affect our ability to grow our company successfully and may negatively impact our results of operations.** We believe our ability to attract and retain highly skilled personnel and key members of our management team is critical to our long- term success. Historically, there has been a significant level of competition to attract these individuals, and we have **in the past, and may in the future,** ~~experienced~~ **experience** ~~significant~~ changes in our senior management team. As new senior personnel join our company and become familiar with our business strategy and systems, or as existing senior personnel assume new roles within the company, their integration or transition could result in disruption to our ongoing operations. The **future success** ~~market for talent continues to be competitive and our personnel- related costs are likely to increase as we compete to attract and retain employees. Our employees are increasingly becoming more attractive to other companies. Certain~~ of our **business** ~~competitors have greater financial and other resources than us for attracting experienced personnel. Our plan for continued growth~~ requires us to add **, attract, train, and retain skilled** personnel **. We provide business practices training** to ~~meet~~ our ~~growth objectives~~ **sales teams. Our business is subject to increasing structural** and ~~places increased importance on our ability~~ **regulatory complexity which makes it more critical for us** to attract ~~, train,~~ and retain **qualified** ~~new personnel. In addition, we have expanded our subscription sales force~~ and **technically competent employees** ~~increased sales specialist staffing and marketing efforts around our newer products. Continued leadership transitions~~ in ~~our worldwide sales, marketing and field operations may adversely affect our ability to manage and grow our business. As we continue to implement further changes to our worldwide sales, marketing and field operations organizations, including~~ the **United States** ~~implementation of more rigorous sales planning~~ and **internationally** ~~process measures and continued investment in sales specialists and domain experts, we may experience increased sales force turnover and additional disruption to our ongoing operations, and we may not experience the increases in sales force productivity that we anticipate. These changes may also take longer to implement than expected, which may adversely affect our sales force productivity~~ . If we are unable to effectively attract and train new personnel on a timely basis, or if we experience **unexpected** ~~an increase in the level~~ **levels** of turnover, our results of operations may be negatively affected. ~~- 27-~~ We continue to be substantially dependent on our sales force to obtain new customers and to drive additional usage and sales among our existing customers. We believe that there is competition for sales personnel, including enterprise sales representatives and sales engineers, with the skills and technical knowledge that we require ~~. In particular, there is significant demand for sales engineers with data management and cloud- based software expertise~~ . Our ability to achieve revenue targets will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of sales personnel to support our growth. Further, from time to time, we have experienced an increased level of turnover in our direct sales force, particularly in the first quarter of a year. Such increase in the turnover rate affects our ability to generate software revenues. Although we have hired replacements in our sales force and are continuing to hire additional sales personnel to grow our business, we typically experience lower productivity from newly hired sales personnel for a period of approximately nine months. We continue to invest in training for our sales personnel, including updates to cover new, acquired, or enhanced products, as we broaden our product platform. In addition, we periodically make adjustments to our sales organization in response to a variety of internal and external factors, such as **changes in our strategy,** market opportunities, competitive threats, management changes, product introductions or enhancements, acquisitions, sales performance, increases in sales headcount and cost levels. Such adjustments may be temporarily disruptive and result in reduced productivity. If we are unable to effectively attract, train and retain new sales personnel, particularly sales specialists or domain experts, or if we experience an increase in the level of sales force turnover or decrease in sales force productivity, our ability to generate ~~license~~ revenues from both new and existing customers and our growth rate may be negatively affected ~~. We are currently experiencing high inflation in the United States and other geographies where we operate. As a result, there is increased expense pressure to adjust our salary structure to align with the higher cost of living. If we do not fund annual salary increases sufficient to match the cost of living increases, we may experience higher- than- expected voluntary attrition~~ . We have relied on our ability to grant equity awards as one mechanism for recruiting and retaining highly skilled talent. **If** ~~The liquidity available to our longer- term employee stockholders following~~

~~our IPO may make it more difficult to retain employees who are fully vested in their equity awards. In addition, following our IPO,~~ our stock price **falls** ~~has declined~~ significantly ~~through December 2022. If our stock price is~~ below the exercise price of stock options previously granted to ~~our~~ employees, or has fallen from the grant date value for employee RSUs, the retention value of the equity awards we have made to employees is reduced proportionally, which may lead to higher voluntary attrition rates. As a result, we may need to provide additional cash or equity compensation to **recruit and** retain employees. We currently do not have any key- man life insurance relating to our key personnel, and the employment of key personnel in the United States is generally at will and not subject to employment contracts. The market for our products is characterized by continuing technological development, the emergence of new technologies, evolving industry standards, changing customer needs, and frequent new product introductions and enhancements. The introduction of products by our competitors or others incorporating new technologies, **such as the use of AI or machine learning,** the emergence of new industry standards, or changes in customer requirements could render our existing products obsolete, unmarketable, or less competitive. In addition, industry-wide adoption or increased use of hand- coding, open source standards or other uniform open standards across heterogeneous applications could minimize the importance of the integration functionality of our products and materially adversely affect the competitiveness and market acceptance of our products. Furthermore, the standards on which we choose to develop new products or enhancements may not allow us to compete effectively for business opportunities. **- 25-** Our success depends upon our ability to enhance existing products, to respond to changing customer requirements, and to develop and introduce new products in a timely manner that keep pace with technological and competitive developments ~~and emerging industry standards. We have in the past experienced delays in releasing new products and product enhancements and may experience similar delays in the future. As a result~~ , **including** ~~in the past, some of our customers deferred purchasing our products until the next upgrade was released. Future delays or problems in the installation or implementation of our new releases may cause customers to forgo purchases of our products and purchase~~ those ~~of our competitors instead. Additionally, even if we are able to develop new products and product enhancements, we cannot ensure~~ that ~~they will achieve market acceptance. - 28- Our current research and development efforts, including the introduction of new products, the integration of acquired products, and the enhancement of existing products,~~ may **incorporate** not be successful or result in significant...... GreenBay Technologies, a provider of advanced artificial intelligence and machine learning (" AI / ML") ~~subscriptions to our products and purchase those of our competitors instead.Additionally,even if we are able to develop new products and product enhancements,we cannot ensure that they will achieve market acceptance.Our current research and development efforts,including the introduction of new products,the integration of acquired products,and the enhancement of existing products,may~~ not be successful or result in significant revenue,cost savings or other benefits in the near future,if at all.Rapid technological changes,including changes in customer requirements and preferences,are characteristic in the software industry.In particular,in the market for enterprise data management software and services,especially for broader data management initiatives,we have experienced increased competition from new and emerging technologies and increased market confusion from our customers or prospective customers about the benefits of our products compared to other **solutions.In order to address the expanding data management needs of our customers and prospective customers,and to respond to rapid technological changes,technological trends and customer concerns,we introduce new products and technology enhancements on a regular basis,including products we acquire.For example,in August 2020,we acquired GreenBay Technologies,a provider of advanced** solutions ~~that complement~~ **. In order to address the expanding data management needs of** our **customers** ~~CLAIRE- powered IDMC platform,~~ and **prospective customers, and to respond to rapid technological changes, technological trends and customer concerns, we introduce new products and technology enhancements on a regular basis, including products we acquire. For example,** in ~~July~~ **June** ~~2020~~ **2023** , we acquired ~~Compact Solutions~~ **Privitar Limited** , a provider of ~~advanced metadata connectivity tools~~ **data privacy and security controls for enterprise data customers. Also in 2023, we released the PowerCenter Cloud Edition to accelerate and automate much of the migration effort associated with modernizing from on- premises PowerCenter to IDMC** . We intend to continue our investments to develop and introduce new products and product enhancements. The introduction of new products, integration of acquired products and enhancement of existing products is a complex and costly process involving inherent risks, such as: • the failure to accurately anticipate the impact of new and emerging technologies or changes in technological trends; • the failure to accurately anticipate changes in customer requirements and preferences; • delays in completion, launch, delivery, or availability; • delays in customer adoption or market acceptance; • delays in customer purchases in anticipation of products not yet released; • product quality issues, including the possibility of defects and the costs of remediating any such defects; • market confusion based on changes to the product packaging and pricing as a result of a new product release; • market confusion based on the introduction of new and emerging technologies by us and our competitors or changes in technological trends, particularly the shift to cloud- based solutions; • interoperability and integration issues between our existing products and newly acquired products or technologies, and the costs of remediating any such issues; • interoperability and integration issues with third- party technologies and the costs of remediating any such issues; • customer issues with migrating or upgrading from previous product versions and the costs of remediating any such issues; • bugs, errors, or other defects or deficiencies in the early stages of introduction; • loss of existing customers that choose a competitor' s product instead of upgrading or migrating to the new or enhanced product; and • loss of maintenance revenues from existing customers that do not upgrade or migrate. **- 26-** Developing our products and related enhancements is expensive. We devote significant resources to the development of new products, the acquisition of products, and the enhancement of existing products, as well as to the integration of these products with each other. We recognized $ **335. 1 million, $** 318. 8 million ~~,~~ **and** $ 260. 7 million ~~and $ 230. 2 million~~ of research and development expense ~~in~~ **during** the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. Our investments in research and development may not result in significant design improvements, marketable products or features, or may result in products that are more expensive than anticipated. Additionally, we may not achieve the cost savings or the anticipated performance improvements we expect, and we may take longer to generate revenue, or generate less revenue, than we anticipate. Our future plans include significant investments in research and development and related product opportunities. We believe that we must continue to dedicate a significant amount of resources to our research and development efforts to maintain our competitive position. However, we may not receive significant revenue from these investments in the near future, if at all, or these investments may not yield the expected benefits, either of which could adversely affect our business and results of operations. **For example, while the use of AI / ML are leading to advancements in technology, if they are not widely adopted and accepted or fail to operate as expected, our business and reputation may be harmed.** In addition, as we develop new products, particularly those based on new or emerging technologies, we may need to develop sales and marketing strategies that differ from the strategies we currently utilize, which may result in ~~- 29-~~ increased levels of investment and additional costs. For example, we are continuing to evolve our business model to increase subscription revenue and ~~aggressively~~ **we are** investing in our go- to- market strategies for our newer products. Additionally, we have in the past experienced bugs, errors, or other defects or deficiencies in new products, including cloud ~~products,~~ **subscription offerings** and product updates and may have similar experiences in the future. Furthermore, our ability to increase the usage of our products depends, in part, on the development of new use cases for our products and may be outside of our control. We also have invested, and may continue to invest, in the acquisition of complementary businesses, technologies, services, products and other assets that expand the products that we can offer our customers. We may make these investments without being certain that they will result in products or enhancements that will be accepted by existing or prospective customers. Additionally, even if we are able to develop new products and product enhancements, we cannot ensure that they will achieve market acceptance. If we are unable to successfully enhance our existing products to meet evolving customer requirements, increase adoption and usage of our products, develop new products, or if our efforts to increase the usage of our products are more expensive than we expect, then our business, results of operations and financial condition would be adversely affected. If we do not compete effectively, our revenues may not grow and could decline. The market for our products is highly competitive, quickly evolving, and subject to rapidly changing technology, which may expand the alternatives available to our current and potential customers for their data management requirements. Our competition consists of: • hand- coded custom- built solutions developed by internal IT teams; • point solution vendors that compete with one of our products; • cloud service providers (" CSPs") with limited platform- specific capabilities in data management; and • stack vendors that compete across in many of our markets with data management solutions. From time to time, we compete with business intelligence and analytics vendors that offer, or may develop, products with functionalities that compete with our products. Certain of our competitors have substantially greater financial, technical, marketing, and other resources, greater name recognition, specialized sales or domain expertise, broader product portfolios and stronger customer relationships than we do and may be able to exert greater influence on customer purchasing decisions. New or emerging technologies, technological trends or changes in customer requirements may result in certain of our strategic partners, including CSPs, becoming potential competitors in the future. Our competitors may be able to respond more quickly than we can to new or emerging technologies, technological trends and changes in customer requirements. Our current and potential competitors may develop and market new technologies that render our existing or future products obsolete, unmarketable, or less competitive. In addition, new products or enhancements of existing products that we introduce may not adequately address or respond to new or emerging technologies, technological trends or changes in customer requirements. Moreover, competition from new and emerging technologies and changes in technological trends, particularly the shift to cloud- based solutions, has increased market confusion about the benefits of our products compared to other solutions. **- 27-** We expect competition to increase as other established and emerging companies enter the data management and data integration software market, as customer requirements evolve and as new products and technologies are introduced. Our ability to compete depends upon many factors both within and beyond our control, including the following: • ability to offer a comprehensive platform with best of breed products; • interoperability with multi- cloud, hybrid environments and applications; • ability to embed advanced AI and machine learning in our platform; • performance, reliability and security; • ease of deployment and ease of use by the full breadth of data practitioners; • elasticity and ability to quickly scale services; • strength of cloud ecosystem partnerships; • responsiveness to evolving customer needs and use cases; ~~- 30-~~ • success of sales & marketing efforts; • quality of customer support; and • brand awareness and reputation. We may have difficulty competing on the basis of price in circumstances where our competitors develop and market products with similar or superior functionality and pursue an aggressive pricing strategy. For example, some of our competitors may provide guarantees of prices and product implementation, offer data management products at no cost in order to charge a premium for additional functionality, or bundle data management products with other products at no cost to the customer or at deeply discounted prices for promotional purposes or as a long- term pricing strategy. These difficulties may increase as larger companies target the data management markets. A customer may be unwilling to pay a separate cost for our data management products if the customer has a bundled pricing arrangement with a company that offers a wider variety of products than us. As a result, increased competition, alternate pricing models and bundling strategies could seriously impede our ability to sell additional products and services on terms favorable to us. In addition, consolidation among vendors in the software industry is continuing at a rapid pace. Our current and potential competitors may make additional strategic acquisitions, consolidate their operations, or establish cooperative relationships among themselves or with other solution providers, thereby increasing their ability to provide a broader suite of software products or solutions and more effectively address the needs of our current and prospective customers. Such acquisitions could cause potential customers to defer or not proceed with purchasing our products. Our current and potential competitors may also establish or strengthen cooperative relationships with our current or future strategic partners, thereby limiting our ability to sell products through these channels. If any of this were to occur, our ability to market and sell our software products would be impaired. In addition, competitive pressures could reduce our market share or require us to reduce our prices, either of which could harm our business, results of operations, and financial condition. Furthermore, during periods of U. S. or global economic uncertainty, our customers' capital spending may be significantly reduced. As a result, there is significantly increased competition for the allocation of IT budget dollars, and other IT implementations may take priority over the use of our products and services. We may experience fluctuations in our quarterly or annual operating results, especially in the amount of self- managed subscription license and other license revenues we recognize. Our quarterly and annual operating results, particularly the upfront portion of revenue from new sales of our self- managed subscription license and existing contract renewals ~~and perpetual license revenues~~ , have fluctuated in the past and may do so in the future. Our self- managed products, predominantly sold under a subscription-based license ~~and to a lesser extent sold on a perpetual license basis~~ , are difficult to forecast accurately and are vulnerable to short- term shifts in customer demand. We may experience a reduction in contract duration for self- managed subscription licenses which would reduce the amount of revenue that we recognize on net new and renewal transactions. Also, we may experience order deferrals by customers in anticipation of future new product introductions or product enhancements, as well as a result of their particular budgeting and purchase cycles. The continued global economic and geopolitical uncertainty may also cause further customer order deferrals or reductions, stricter customer purchasing controls and approval processes, and adversely affect budgeting and purchase cycles. By comparison, our short- term expenses are relatively fixed and based in part on our expectations **- 28-** of future revenues. We generally recognize a substantial portion of our self- managed product license revenues in the last month of each quarter and, sometimes in the last few weeks or days of each quarter. As a result, we cannot predict the adverse impact caused by cancellations or delays in prospective orders until the end of each quarter. Moreover, the expansion of our product portfolio through the introduction of new products and enhancements has increased the complexity of our transactions and this may increase the length of our sales cycles and reduce the predictability of the timing and the amount of future sales. Due to the difficulty we experience in predicting our quarterly license revenues, we believe that period- to-period comparisons of our operating results are not necessarily a good indication of our future performance. In addition, a number of the other factors discussed in this section may cause fluctuations in our quarterly or annual operating results. As a result, our future operating results or forecasts of future operating results could fail to meet the expectations of investors, which could cause our stock price to decline. ~~- 31-~~ Market adoption of cloud- based data management solutions may not grow as we expect, which may harm our business, financial condition and results of operations. The market for cloud- based data management solutions is not as mature as the market for on- premises products, and it may not develop as anticipated. In addition, market acceptance of cloud- based solutions may be affected by a variety of factors, including concerns regarding the ~~data~~ security, privacy, cost, reliability, performance and perceived value associated with such offerings. Many customers have invested substantial resources on traditional, on- premises software solutions and the related ongoing support services, and they may be unwilling or reluctant to migrate to cloud- based solutions. If our cloud- based solutions do not achieve widespread adoption or the market for cloud- based data management solutions generally does not evolve as expected, it could result in reduced customer purchases, reduced renewal rates and decreased revenue, any of which will adversely affect our business, financial condition and results of operations. If we are unable to accurately forecast sales and trends in our business, we may fail to meet expectations. We use a " pipeline " system, a common industry practice, to forecast sales and trends in our business. Our sales personnel monitor the status of all potential sales of our products and estimate when a customer will make a purchase decision and the potential dollar amount of the sale. We aggregate these estimates periodically in order to generate a sales pipeline. We assess the pipeline at various points in time to look for trends in our business. While this pipeline analysis may provide us with some guidance in business planning and budgeting, these pipeline estimates are necessarily speculative. Our pipeline estimates may not correlate to revenues in a particular quarter or over a longer period of time, particularly in a weak or uncertain global macroeconomic environment ~~, such as that experienced during and as a result of the COVID- 19 pandemic~~ . In addition, our pipeline estimates can prove to be unreliable in a particular quarter or over a longer period of time, in part because both the " conversion rate " of the pipeline into actual sales and the quality and timing of pipeline generation can be very difficult to estimate. The conversion of the sales pipeline into actual license or subscription sales may also be affected by the tendency of some of our customers to wait until the end of a fiscal period in the hope of obtaining more favorable terms, which can also impede our ability to negotiate, execute and deliver on these contracts in a timely manner. Because we have historically converted a substantial portion of our pipeline into sales in the last month of each quarter and sometimes in the last few weeks of each quarter, we may not be able to adjust our cost structure in a timely manner in response to variations in the pipeline conversion rate. In addition, for newly acquired companies, we have limited ability to predict how their pipelines will convert into sales or revenues following acquisition. Any change in the conversion rate of the pipeline into customer sales or in the pipeline itself could cause us to improperly budget for future expenses that are in line with our expected future revenues, which would adversely affect our operating margins and results of operations. A reduction in our sales pipeline and pipeline conversion rate could adversely affect the growth of our company. **We continue to** ~~In the recent past, we experienced~~ **experience** a reduced conversion rate of our overall pipeline **year over year** , primarily as a result of general economic slowdowns and general macroeconomic uncertainty due in part to ~~the COVID- 19 pandemic and~~ geopolitical disruptions, which caused the amount of customer purchases to be reduced, deferred, or cancelled ~~. Although the size of our sales pipeline and our pipeline conversion rate generally have increased as a result of our additional investments in sales personnel and a gradually improving IT spending environment, they are not consistent on a quarter- to- quarter basis~~ . Recent and current global macroeconomic uncertainty and trends have had and may continue to have an adverse effect on our pipeline conversion rate in the near future. If we are unable to continue to increase the size of our sales pipeline and **- 29-** our pipeline conversion rate, our results of operations could fail to meet the expectations of investors, which could cause our stock price to decline. We have ~~expanded our~~ international operations and ~~opened~~ sales offices in other countries **and** ~~. We~~ have experienced and may continue to experience various leadership transitions in our worldwide sales organization. We ~~have also continued to make investments in our sales specialists and domain experts and to implement strategic changes in our worldwide sales, marketing and field operations to address recent sales execution challenges and improve performance, particularly with respect to our pipeline generation and~~

~~management capabilities, the reliability of our pipeline estimates and our pipeline conversion rates. For example, in 2020, we shifted our go- to- market strategy within certain countries in APAC and Europe, reducing our direct sales headcount to align with local channel partners for distribution. As a result of our international expansion and these changes, as well as the increase in our direct sales headcount in the United States, we have invested heavily in our sales and marketing functions. We~~ recognized $ **528. 3 million, $** 535. 7 million ~~,~~ **and** $ 496. 8 million ~~and $ 451. 8 million~~ of sales and marketing ~~- 32-~~ expense ~~in~~ **during** the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively. As our products become more complex and we target new customers for our software and services, we expect to broaden our go- to- market initiatives and, as a result, our sales and marketing expenses may increase. We expect these investments to increase our revenues, sales productivity, and eventually our profitability. However, if we experience ~~an increase~~ **unexpected turnover** in sales personnel ~~turnover~~, do not achieve expected increases in our sales pipeline, experience a decline in our sales pipeline conversion ratio, or do not achieve increases in productivity and efficiencies from our new sales personnel as they gain more experience, then we may not achieve our expected increases in revenue, sales productivity, and profitability. As a result of our lengthy sales cycles, our expected revenues are susceptible to fluctuations, which could cause us to fail to meet expectations. Due to the expense, broad functionality, and company- wide deployment of our products, our customers' decisions to purchase **subscriptions to** our products typically require the approval of their executive decision makers. Also, macroeconomic uncertainty, inflationary pressures **, volatility and uncertainty in the financial services sector** , geopolitical disruptions, and other challenging global economic conditions ~~, such as those experienced due to the effects of the COVID- 19 pandemic~~, have and are likely to continue to adversely affect the buying patterns of our customers and prospective customers, including the size of transactions, and length of our sales cycle. In addition, we frequently must educate our potential customers about the full benefits of our products, which also can require significant time. These trends toward greater customer executive level involvement or stricter customer purchasing controls and approval processes and increased customer education efforts are likely to increase, particularly as we expand our market focus to broader data management initiatives and experience increased competition from new or emerging technologies. Further, our sales cycle may lengthen as we continue to focus our sales efforts on large corporations. In addition, the purchase of **subscriptions to** our products may be delayed, or our sales cycle may become more complex, due to potential conflicts in our sales channels and sales processes if we increasingly sell our subscription- based offerings ~~together with our perpetual license- based products or~~ to accounts that have pre- existing perpetual license- based products. As a result of these factors, the length of time from our initial contact with a customer to the customer' s decision to purchase **subscriptions to** our products typically ranges from three to twelve months. We are subject to a number of significant risks as a result of our lengthy sales cycle that could delay, reduce or otherwise adversely affect the purchase of **subscriptions to** our products, including: • changes in our customers' budgetary constraints and internal acceptance review procedures; • the timing of our customers' budget cycles; • the seasonality of technology purchases, which historically has resulted in stronger sales of our products in the fourth quarter of the year, especially when compared to lighter sales in the first quarter of the year; • our customers' concerns about the introduction of our products; • our customers' concerns about managing a combination of perpetual license- based products and subscription- based products; • our customers' concerns about migrating pre- existing perpetual license- based products to our cloud offerings; • market confusion over the introduction of new or emerging technologies by us or our competitors or changes in technological trends, particularly the shift to cloud- based solutions; or • potential downturns in general economic or political conditions or potential tightening of credit markets that could occur during the sales cycle. If our sales cycles lengthen unexpectedly, they could adversely affect the timing of our revenues or increase costs which may independently cause fluctuations in our revenues and results of operations. Finally, if we are unsuccessful in closing sales of our products after spending significant funds and management resources, our operating margins and results of operations could be adversely impacted. **- 30-** The sales prices of our products may decrease, which may reduce our gross profits and adversely affect our financial results. The sales prices for our subscription offerings and professional services may decline for a variety of reasons, including competitive pricing pressures, discounts, a change in our mix of subscription offerings, self- managed offerings and professional services and their respective margins, anticipation of the introduction of new subscription offerings or professional services, or promotional programs. Competition continues to increase in the market ~~- 33-~~ segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse product and service offerings may reduce the price of products or services that compete with ours or may bundle them with other products and services. We cannot guarantee that we will be successful in developing and introducing new subscription offerings with enhanced functionality on a timely basis, or that any such new subscription offerings, if introduced, will enable us to maintain our prices and gross profits at levels that will allow us to achieve and maintain profitability. Additionally, currency fluctuations in certain countries and regions may negatively impact actual prices that channel partners and customers are willing to pay in those countries and regions. ~~Recent~~ **In prior years,** fluctuations in foreign currency exchange rates have negatively affected, and **in the future could** ~~are likely to continue to~~ negatively affect ~~,~~ our revenues ~~in the near term~~. Changes in foreign currency exchange rates driven by the general ~~strengthening~~ **weakening** of the U. S. dollar ~~adversely~~ **favorably** impacted reported revenue by approximately $ ~~48~~ **2. 6** million ~~for~~ **in** the year ended December 31, ~~2022~~ **2023** . The impact on revenue from fluctuations in foreign currency is calculated by comparing current period revenue to the translated current period revenue for the year ended December 31, ~~2022~~ **2023** using the ~~comparable period'~~ **prior year'** s exchange rates ~~from the prior year~~. We rely on our relationships with our strategic partners. If we do not establish, maintain and strengthen these relationships, our ability to generate revenue and control expenses could be adversely affected. We believe that our ability to increase the sales of our products depends in part upon establishing, maintaining and strengthening relationships with our current strategic partners and any future strategic partners. In addition to our direct sales force, we rely on established relationships with a variety of strategic partners, such as hyperscaler cloud partners, cloud data platforms, systems integrators, resellers, and distributors, for marketing, licensing, implementing, and supporting our products in the United States and internationally. We also rely on relationships with strategic technology partners, such as enterprise application providers, database vendors, data quality vendors, and enterprise information integration vendors, for the promotion and implementation of our products. In addition, as we develop new products, particularly those based on new or emerging technologies, we may need to establish relationships with new strategic partners, including those that may differ from the types of strategic partners we currently have. We may not be able to successfully establish such relationships, which may adversely affect the market acceptance of our products. In addition, given our limited history with our newer strategic partners, we cannot be certain these relationships will result in significant increases in sales of our products, particularly our newer products. Our strategic partners offer products from several different companies, including, in some cases, products that compete with our products. We have limited control, if any, as to whether these strategic partners devote adequate resources to promoting, selling, and implementing our products as compared to our competitors' products. Also, new or emerging technologies, technological trends or changes in customer requirements may result in certain of our strategic partners becoming potential competitors in the future. In addition, from time to time our strategic partners have acquired, and will likely continue to acquire, competitors of ours. Such consolidation makes it critical that we continue to develop, maintain and strengthen our relationships with other strategic partners. We may not be able to strengthen such relationships and successfully generate additional revenue. Our Informatica Partner Program agreements with our strategic partners typically have a duration of 24 months, and generally may be terminated for any reason by either party with advance notice prior to each renewal date. It should be noted that in some jurisdictions, even with a right to termination for convenience, partners may be entitled to compensation upon termination, depending on local law, their level of investment and the notice period given. ~~We cannot~~ **There can be no** ~~assure~~ **assurance** ~~you~~ that we will retain these strategic partners or that we will be able to secure additional or replacement strategic partners. The loss of one or more of our significant strategic partners or a decline in the number or size of orders from any of them could harm our results of operations. In addition, many of our new strategic partners require extensive training and may take several months or more to achieve productivity. Our strategic partner sales structure could subject us to lawsuits, potential liability, and reputational harm if, for example, any of our strategic partners misrepresents the functionality of our offerings **,** ~~to customers or~~ violates laws or **does not comply with** our **policies** or their ~~corporate~~ **own** policies. If our strategic partners are unsuccessful in fulfilling the orders for our **- 31-** offerings, or if we are unable to enter into arrangements with and retain high quality strategic partners, our ability to sell our offerings and results of operations could be harmed. In addition, we may not be able to maintain strategic partnerships or attract sufficient additional strategic partners who have the ability to market our products effectively, are qualified to provide timely and cost- effective customer support and service, or have the technical expertise and personnel resources necessary to implement our products for our customers. In particular, if our strategic partners do not devote sufficient resources to implement ~~- 34-~~ our products, we may incur substantial additional costs associated with hiring and training additional qualified technical personnel to implement solutions for our customers in a timely manner. Furthermore, our relationships with our strategic partners may not generate enough revenue to offset the significant resources used to develop these relationships. If we are unable to leverage the strength of our strategic partnerships to generate additional revenues, our revenues could decline. Delivering certain of our products via the cloud increases our expenses and may pose other challenges to our business. We offer and sell software products delivered as a cloud service and software that is self- managed by our customers using their own infrastructure. Our cloud solutions enable quick setup and subscription pricing. **We** ~~Historically, our products were developed in the context of the self- managed offering, and we~~ have less ~~operating~~ experience ~~offering and~~ selling our ~~products via our~~ cloud **service** ~~offering~~ **offerings** . Although a majority of our subscription revenue is currently generated from customers using our self- managed products, we believe that over time more customers will move to the cloud offering. As more of our customers transition to the cloud, we may be subject to additional contractual obligations with respect to privacy and data protection, service level agreements, as well as competitive pressures and higher operating costs, any of which may harm our business. We are directing a significant portion of our financial and operating resources to implement a robust cloud offering for our products, but even if we continue to make these investments, we may be unsuccessful in growing or implementing our cloud offering competitively, and our business, results of operations and financial condition could be harmed. If our cloud offering does not develop as quickly as we expect, or if we are unable to continue to scale our systems to meet the requirements of a large cloud offering, our business may be harmed. We expect our revenue mix to vary over time, which could harm our gross margin and operating results. We expect our revenue mix to vary over time due to a number of factors, including the mix of our self- managed subscription products, cloud ~~products~~ **subscription offerings** , and professional services revenue. Due to the differing revenue recognition policies applicable to our self- managed subscriptions and cloud ~~products~~ **subscriptions** , shifts in our business mix from quarter- to- quarter or period- to- period could produce substantial variation in revenue recognized. Further, our gross margins and operating results could be harmed by changes in revenue mix and costs, together with numerous other factors, including entry into new markets or growth in lower- margin markets; entry into markets with different pricing and cost structures; pricing discounts; and increased price competition. Any one of these factors or the cumulative effects of certain of these factors may result in significant fluctuations in our gross margin and operating results. This variability, unpredictability and varying revenue recognition methods could result in our failure to meet internal expectations or those of securities analysts or investors for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our Class A common stock could decline significantly. We have a history of losses and may not be able to achieve **or maintain** profitability on a consistent basis. If we cannot achieve **or maintain** profitability, our business, financial condition, and results of operations may suffer. We have incurred net losses since we were taken private in a 2015 transaction led by **Permira and CPP Investments (each a" Sponsor" and together"** our Sponsors ~~(the" 2015 Privatization Transaction~~ ") as a result of recording $ 3. 1 billion in acquired technology and intangible assets. The related amortization expense from these assets was $ **145. 9 million, $** 185. 6 million ~~, and~~ **, and** $ 241 ~~. 0 million, and $ 284~~ . 0 million for the years ended December 31, **2023,** 2022 ~~, and~~ **and** 2021 ~~and 2020~~ , respectively. In addition, as a result of the 2015 Privatization Transaction and the debt incurred, we recognized interest expense of $ **151. 4 million, $** 78. 0 million ~~,~~ **and** $ 132. 4 million ~~and $ 149. 4 million~~ , in the fiscal years **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. As a result, we incurred net losses of $ **125. 3 million, $** 53. 7 million ~~,~~ **and** $ 99 ~~. 9 million and $ 167~~ . 9 million for the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. As a result, we had an accumulated deficit of $ 1, ~~183~~ **308** . ~~2~~ **5** million as of December 31, ~~2022~~ **2023** . In addition, **while** we ~~anticipate~~ **expect** that our operating expenses will **decrease year over year as percentages of total revenues in fiscal year 2024 due to the restructuring we announced in November of 2023, we anticipate that our operating expenses generally will** increase in the ~~foreseeable future~~ **long term** as we continue to enhance our offerings, broaden our customer base, expand our sales and marketing activities particularly with regard to our subscription- based offerings, expand our **- 32-** operations, hire additional employees, and continue to develop our technology. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently, or at all, to offset these higher expenses. Revenue growth may slow or revenue may decline for a number of possible reasons, including slowing demand for our products and services or increasing competition. Any failure to increase our revenue as we grow our business could prevent us from achieving profitability or positive cash flow at all or on a consistent basis, which would cause our business, financial condition, and results of operations to suffer. Additionally, increases in interest rates **have impacted and** will **continue to** impact profitability as our Credit Facilities **(as defined below)** have ~~- 35-~~ variable interest rates which are no longer being offset by the interest rate swaps that we previously entered into and matured on December 31, 2022. Our ability to increase sales of our offerings is highly dependent on the quality of our products and customer support, and our failure to offer high quality products and support would have an adverse effect on our business, reputation and results of operations. After our products are deployed ~~within our customers' IT environments~~ , our customers depend on our maintenance and support services to resolve issues relating to our products, as well as our professional services, consisting of consulting and education services. If we do not succeed in helping our customers quickly resolve post- deployment issues or provide effective ongoing support and education on our products, our ability to sell additional subscriptions to existing customers or expand the value of existing customers' subscriptions would be adversely affected and our reputation with potential customers could be damaged. Many larger enterprise and government entity customers have more complex IT environments and require higher levels of support than smaller customers. If we fail to meet the requirements of these enterprise customers, it may be more difficult to grow sales with them. Additionally, it can take several months to recruit, hire, and train qualified technical support employees. We may not be able to hire such resources fast enough to keep up with demand, particularly if the sales of our offerings exceed our internal forecasts. To the extent that we are unsuccessful in hiring, training, and retaining adequate support resources, our ability to provide adequate and timely support to our customers, and our customers' satisfaction with our offerings, will be adversely affected. Our failure to provide and maintain high- quality products and support services would have an adverse effect on our business, financial condition, and results of operations. Products sold as a subscription may increase the difficulty of evaluating the performance of our business during a particular period. We recognize a portion of our total subscription revenue ratably over the term of the subscription agreements, which are typically one to three years in length. As a result, the subscription revenue we report in each quarter is the result of subscription agreements entered into during previous quarters. Consequently, a decline in subscription agreements in any one quarter may not significantly affect, if at all, our results in that quarter but could result in a reduction of revenue recognized in future quarters. We may not be able to adjust our cost structure in response to changes in revenue. Accordingly, the effect of significant downturns in sales of products sold as a subscription may not be fully reflected in our results of operations until future periods. Also, since revenue from customers is recognized, in part, over the term of their subscription, it is difficult for us to rapidly increase revenue through additional sales in any period. The timing of such revenue recognition may make it more difficult to forecast sales and trends in our business, particularly changes in revenue, and could have a potentially negative impact on our financial performance. By contrast, a significant majority of our costs are expensed as incurred ~~, including hosting costs which are incurred as soon as a customer starts using our cloud products~~ . As a result, an increase in customers could result in our recognition of more costs than revenue in the earlier portion of the subscription contract term. Furthermore, our customers have no obligation to renew their subscription agreement after the expiration of their then current subscription period, and in fact, some former customers have elected not to renew. As a result, we may not be able to accurately predict future renewal rates, and our customers' renewal rates may decline or fluctuate as a result of a number of factors, including lack of satisfaction with our subscription- based offerings, the prices of our subscription- based offerings and being uncompetitive with the prices offered by competitors, perceived ~~information~~ security risks associated with our systems, reductions in customers' spending levels, a competitor' s product being perceived as better than our product, and general economic conditions. If our customers do not renew their subscriptions, or if they renew on less favorable terms, our revenue may decline. **- 33-** Any significant defect, error or performance failure in our software or services could cause us to lose revenue and expose us to product or other liability claims. The software and services we offer are inherently complex and, despite extensive testing and quality control, have in the past and may in the future contain defects or errors, especially when first introduced, or not perform as contemplated. These defects, errors or performance failures could cause damage to our reputation, security or privacy breaches or incidents, loss of customers or revenue, product returns, order cancellations, service terminations, or lack of market acceptance of our software and services. As the use of our software and services, including software or services recently acquired or developed, expands to more sensitive, secure, or mission critical uses by our customers, we may be subject to increased scrutiny, potential reputational risk, or potential liability ~~- 36-~~ should our software or services fail to perform as contemplated in such deployments. We have in the past and may in the future need to issue corrective releases of our software or services to fix these defects, errors or performance failures, which could require us to allocate significant research and development and customer support resources to address these problems. Our license and subscription agreements with our customers typically contain provisions designed to limit our exposure to potential product liability claims or liability for data loss or security or privacy breaches. However, the limitation of liability provisions contained in our license agreements may not be effective as a result of existing or future national, federal, state, or local laws or ordinances or unfavorable judicial decisions. Those limitation of liability provisions may also not be sufficient to protect against material losses if several different customers experienced security or privacy breaches or incidents related to the use of our software or services in the same year. Although we have not experienced any product liability claims to date, the sale and support of our products entail the risk of such claims, which could be substantial in light of the use of our products in enterprise- wide environments. In addition, our insurance against product liability may not be adequate to cover a potential claim. If our products are unable to interoperate with ~~database connectors~~ **products and services** developed and maintained by third parties that are not within our control, our ability to develop and sell our products to our customers could be adversely affected, which would result in harm to our business and operating results. Our products are designed to interoperate with and provide access to a wide range of third- party developed and maintained database connectors, including hardware and software technologies, which are used by our customers. The future design and development plans of the third parties that maintain these technologies are not within our control and may not be in line with our future product development plans. We may also rely on such third parties to provide us with access to these technologies so that we can properly test and develop our products to interoperate with these third- party technologies. These third parties may in the future refuse or otherwise be unable to provide us with the necessary access to their technologies. In addition, these third parties may decide to design or develop their technologies in a manner that would not be interoperable with our own. The continued consolidation in the enterprise software market may heighten these risks. Furthermore, our expanding product line, including our combination of products delivered on a comprehensive, unified and open data management platform makes maintaining interoperability more difficult as various products may have different levels of interoperability and compatibility, which may change from version to version. If any of the situations described above were to occur, we would not be able to continue to market our products as interoperable with such third- party database connectors, which could adversely affect our ability to successfully sell our products to our customers. Acquisitions present many risks, which could adversely affect our business, operating results and financial condition. From time to time, we evaluate potential acquisitions in complementary businesses, products, or technologies. For example, in ~~August~~ **July** ~~2020~~ **2023** , we acquired ~~GreenBay Technologies~~ **Privitar Limited** , a provider of ~~advanced AI / ML solutions that complement our CLAIRE- powered Intelligent Cloud Data~~ **data privacy** ~~Management platform,~~ and **security controls for enterprise data customers** ~~in July 2020, we acquired Compact Solutions, a provider of advanced metadata connectivity tools~~ . Acquisitions involve a number of risks, including: • the failure to capture the value of the business we acquired, including the loss of any key personnel, customers and business relationships, including strategic partnerships, or the failure of the transaction to advance our business strategy as anticipated; • the difficulties in and costs associated with successfully integrating or incorporating the acquired company' s products, technologies, services, employees, customers, partners, business operations and administrative systems with ours, particularly when the acquired company operates in international jurisdictions; **- 34-** • the disruption of our ongoing business and the diversion of management' s attention by transition or integration issues; • any difficulties in consolidating the acquired company' s financial results with ours, in particular as a result of different accounting principles or financial reporting standards, and the adverse consequences to us of any delay in obtaining the necessary financial information for such consolidation, any unanticipated change in financial information previously reported to us, or the impact the acquired company' s financial performance has on our financial performance as a result of such consolidation; ~~- 37-~~ • the failure to accurately predict how the acquired company' s pipeline will convert into sales or revenues following the acquisition, as conversion rates post- acquisition may be quite different from the acquired company' s historical conversion rates and can be affected by changes in business practices that we implement; • any inability to generate revenue from the acquired company' s products in an amount sufficient to offset the associated acquisition and maintenance costs, including addressing issues related to the availability of offerings on multiple platforms and from cross- selling and up- selling our products to the acquired company' s installed customer base or the acquired company' s products to our installed customer base; and • the failure to adequately identify or assess significant problems, liabilities or other issues, including issues with the acquired company' s technology or intellectual property, product quality, ~~data~~ security, privacy practices, accounting practices, employees, customers or partners, regulatory compliance, or legal or financial contingencies, particularly when the acquired company operates in international jurisdictions. We may not be successful in overcoming these risks or any other problems encountered in connection with our acquisitions. To the extent that we are unable to successfully manage these risks, our business, operating results, or financial condition could be adversely affected. In addition, the consideration paid in connection with an acquisition also affects our financial results. If we should proceed with one or more significant acquisitions in which the consideration includes cash, we could be required to use a substantial portion of our available cash to consummate any such acquisition. In addition, acquisitions may result in our incurring additional taxes, unforeseen or higher than expected costs, debt, material one- time write- offs, or purchase accounting adjustments including the write- down of deferred revenue and restructuring charges. They may also result in recording goodwill and other intangible assets in our financial statements which may be subject to future impairment charges or ongoing amortization costs, thereby reducing future earnings. In addition, from time to time, we may enter into negotiations for acquisitions or investments that are not ultimately consummated. Such negotiations could result in significant diversion of management time, as well as incurring expenses that may impact operating results. If our products and services do not achieve and / or maintain broad market acceptance, our revenues and revenue growth rate may be adversely affected. Historically, a significant portion of our revenues have been derived from sales of our traditional data management products, such as PowerCenter and PowerExchange, and related services. We expect revenue from our traditional data management products and services to continue to comprise a significant portion of our revenues for the foreseeable future. If these products and services do not maintain market acceptance, our revenues may decrease. In addition to our traditional data management and data quality products, we have expanded our platform to include products and services in the emerging market for broader data management initiatives, such as cloud data integration, cloud application integration, cloud data quality and governance, enterprise data catalog ~~(" EDC")~~ , master data management (" MDM"), customer data platform ~~(" CDP")~~ , enterprise integration platform as a service ~~(" iPaaS")~~ , and data privacy management, among others. The market for our broader data management products and services remains relatively new and continues to change, and efforts to expand beyond our traditional data management products may not succeed and may not result in significant revenue. For example, we announced that we are increasing our investments to develop new products that continue to expand our offerings beyond our traditional data management products. Our newer products may not achieve market acceptance if our customers or prospective customers: • do not fully value the benefits of using our products; • do not achieve favorable results using our products; **- 35-** • use their budgets for other products that have priority over our products; • defer or decrease product purchases due to macroeconomic uncertainty or global economic conditions; • experience technical difficulties in implementing our products; or • use alternative methods to solve the problems addressed by our products. ~~- 38-~~ Market acceptance of our products may also be affected if, among other things, competition substantially increases in the data management market or transactional applications suppliers integrate their products to such a degree that the utility of the functionality that our products and services provide is minimized or rendered unnecessary. Market acceptance of our products may also be affected by customer confusion surrounding the introduction of new and emerging technologies by us and our competitors or changes in technological trends, particularly the shift to cloud- based solutions **or the increase in the use of AI / ML** , and confusion about the benefits of our products compared to other solutions. In addition, in order to enable our sales personnel and our external distribution channels to sell these newer products effectively, we have continued to invest resources and incur additional costs in training programs on new product functionalities, key differentiators, and key business values. If these newer products do not achieve market acceptance, our revenues could be adversely affected and our revenue growth rate and profitability could decline. If we are not able to maintain and enhance our brand, our business and results of operations may be adversely affected. We believe that the brand identities that we have developed have contributed significantly to the success of our business. We also believe that maintaining and enhancing our brands is important to expanding our customer base and attracting talented employees. In order to maintain and enhance our brands, we may be required to make further investments that may not be successful. Maintaining our brands will depend in part on our ability to remain a leader in data integration and management technology, our ability to preserve our independence and neutrality, and our ability to continue to provide high- quality offerings and customer service. In addition, we could be the subject of a negative social media campaign beyond our control that could adversely affect the perception of our brand. If we fail to promote and maintain our brands, or if we incur excessive costs in doing so, our business, financial condition, results of operations and cash flows may be harmed. Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity and entrepreneurial spirit we have worked to foster, which could harm our business. We believe that our culture has been and will continue to be a key contributor to our success. We expect to continue targeted hiring to support our business strategy. If we do not maintain our **strong** corporate culture as ~~we grow~~ **our workforce changes** , we may be unable to foster the innovation, creativity, and entrepreneurial spirit that we believe we need to support our growth and to maintain our leadership position in the data management market. ~~Moreover,~~ **Our 2023 reductions in force** ~~many~~ - **may also affect** ~~of our existing employees~~ - **employee morale and relationships** ~~with exercisable options or other equity awards may be able to receive significant proceeds from sales of shares of our Class A common stock~~ , which could **have** ~~lead to employee attrition and~~ - **an** ~~disparities of wealth among our employees that adversely affects~~ - **effect on** ~~relations among employees and~~ our **corporate** culture ~~in general~~ . We rely on a number of different distribution channels to sell and market our products. Any conflicts that we may experience within these various distribution channels could result in confusion for our customers and a decrease in revenue and operating margins. We have a number of relationships with resellers, system integrators, and distributors that assist us in obtaining broad market coverage for our products and services. Although our discount policies, sales commission structure, and reseller licensing programs are intended to support each distribution channel with a minimum level of channel conflicts, we may not be able to minimize these channel conflicts in the future. Any channel conflicts that we may experience could result in confusion for our customers and a decrease in revenue and operating margins. The seasonality of our business can create variance in our quarterly bookings, subscription revenue and cash flows from operations. Demand for our software products and services are generally highest in the fourth quarter and lowest in the first quarter of each year. We believe that this seasonality results from a number of factors, including companies using their IT budget at the end of the calendar year resulting in higher sales activity in the quarter ending December 31. The seasonality of our business may cause continued or increased fluctuations in our results of **- 36-** operations and cash flows, which may prevent us from achieving our quarterly or annual forecasts or meeting or exceeding the expectations of research analysts or investors, which in turn may cause a decline in the trading price of our Class A common stock. ~~- 39-~~ Our future quarterly or annual results may fluctuate significantly, which could adversely affect the market price of our Class A common stock. Our results of operations, including the levels of our revenue, cost of revenue, gross margin, operating expenses, cash flow and deferred revenue, have fluctuated from quarter- to- quarter and year- to- year in the past and may continue to vary significantly in the future so that period- to- period comparisons of our results of operations may not be meaningful. Accordingly, our financial results in any one quarter or period should not be relied upon as indicative of future performance. Our quarterly or annual financial results may fluctuate as a result of a variety of factors, many of which are outside of our control, may be difficult to predict, and may or may not fully reflect the underlying performance of our business. Because the timing and amount of our revenue is difficult to forecast and because our operating costs and expenses are relatively fixed in the short term, if our revenue does not meet our expectations, we are unlikely to be able to adjust our spending to levels commensurate with our revenue. As a result, the effect of revenue shortfalls on our results of operations may be more accentuated, and these and other fluctuations in quarterly results may negatively affect the market price of our Class A common stock. Among the factors that may cause fluctuations in our quarterly financial results are those listed below: • our ability to attract and retain new customers; • the addition or loss of enterprise customers; • our ability to successfully expand our business domestically and internationally; • our ability to gain new channel partners and retain existing channel partners; • fluctuations in the growth rate of the overall market that our solution addresses; • fluctuations in the mix of our revenue; • the unpredictability of the timing of our receipt of orders for ~~perpetual licenses and~~ self- managed subscriptions-based licenses, the revenue for which we typically recognize the majority upfront; • the amount and timing of operating expenses related to the maintenance and expansion of our business and operations, including continued investments in sales and marketing, research and development and general and administrative resources; • network outages or performance degradation of our cloud service; • ~~information~~ security breaches **and incidents** ; • general economic, industry and market conditions, including inflationary pressures **, volatility and uncertainty in the financial services sector,** and any geopolitical disruptions or economic responses and counter- responses or otherwise by various global actors, including the military ~~conflict~~ **conflicts** between Russia and Ukraine **and involving Israel and Hamas** ; • decreases in customer renewal rates; • increases or decreases in the number of elements of our subscription offerings or pricing changes upon any renewals of customer agreements; • changes in our pricing policies or those of our competitors; • the budgeting cycles and purchasing practices of customers; • decisions by potential customers to purchase alternative solutions from larger, more established vendors, including from their primary software vendors; • decisions by potential customers to develop in- house solutions as alternatives to our platform; • insolvency or credit difficulties confronting our customers, which could adversely affect their ability to purchase or pay for our software and services; • delays in our ability to fulfill our customers' orders; • seasonal variations in sales of our solution; **- 37-** • the cost and potential outcomes of future litigation or other disputes; • future accounting pronouncements or changes in our accounting policies; • our overall effective tax rate, including impacts caused by any reorganization in our corporate tax structure and any new legislation or regulatory developments; ~~- 40-~~ • fluctuations in stock- based compensation expense; • fluctuations in foreign currency exchange rates; • the timing and success of new products and service introductions by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, customers or strategic partners; • the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies; and • other risk factors described in this Report. Our investment policy allows an investment portfolio that may be subject to credit and liquidity risks and fluctuations in the market value of our investments and interest rates, which may result in impairment or loss of value of our investments, an inability to sell our investments or a decline in interest income. Our investment portfolio invests in cash, cash equivalents, ~~and~~ money market funds with highly rated financial institutions and highly liquid marketable debt securities that are rated single A or above and held in a separate custody account with a highly rated financial institution. Our investment policy allows us to invest in instruments such as certificates of deposit, commercial paper, corporate notes and bonds, municipal securities, and U. S. government and agency notes and bonds. Although we will follow an established investment policy, which specifies credit quality standards for our investments and limits the amount of credit exposure to any single issue, issuer, or type of investment, and other criteria in order to help mitigate our exposure to interest rate and credit risk, the assets in our investment portfolio may lose value or become impaired, or our interest income may decline. We may be required to record impairment charges for other-than- temporary declines in fair market value in our investments. Future fluctuations in economic and market conditions could adversely affect the market value of our investments, and we could record additional impairment charges and lose some of the principal value of investments in our portfolio. A total loss of an investment or a significant decline in the value of our investment portfolio could adversely affect our operating results and financial condition. In addition, from time to time we **may** make strategic investments in private companies. Our strategic investments in private companies are subject to risk of loss of investment capital. Some of these investments may have been made to further our strategic objectives and support our key business initiatives. Our strategic investments in private companies are inherently risky because the markets for the technologies they have under development are typically in the early stages and may never materialize. We could lose the value of our entire investment in these companies ~~cloud providers,including~~ AWS,Microsoft Azure and Google Cloud,to host certain of our services,systems and data.Each of our commercial agreements with AWS,Microsoft Azure and Google Cloud have ~~three~~ **3** - year terms through 2024 or 2025 and will remain in effect until terminated by us or the respective counterparty.AWS may terminate the agreement for convenience by providing us at least ~~180~~ **30** days ~~'~~ **'** advance notice or for cause upon a material breach of the agreement,subject to **AWS providing prior written notice and** a 30- day ~~notice and~~ cure period.Microsoft Azure may terminate the agreement without cause upon 60 days' notice or for material breach,subject to **such party providing 30 days' notice and** a 30- day ~~notice and~~ cure period.Google Cloud may terminate the agreement for material breach ~~- 38-~~ with a 30- day ~~notice and~~ cure period,if we cease operations or become subject to insolvency proceedings and the proceedings are not dismissed within 90 days,or we are in material breach more than twice notwithstanding any cure of such breaches. ~~From time to time,we renegotiate or renew these agreements to meet our business needs,and there can be no assurance that we will be able to do so on commercially reasonable terms,or at all.~~ While we believe that we could ~~adjust or renew our agreements or~~ transition among these cloud infrastructure providers or to alternative providers on commercially reasonable terms if needed,in the event any of these third- party facilities or public cloud providers become unavailable due to outages,interruptions or other unanticipated problems,or because they are no longer available on commercially reasonable terms ~~,we and some of our~~ - **or prices,our** ~~customers would incur additional development and other increased~~ costs ~~to enable the transition,we~~ may **increase** ~~fail to meet our service level obligations in our customer agreements,~~ and our operations may be impaired,which would adversely affect our business.In addition,we need to continue to enhance our internal systems,processes,and controls to effectively manage our operations and growth.We are continually investing resources to upgrade and improve our internal systems,processes and controls,human resources information systems and our enterprise resource planning systems,in order to meet the growing requirements of our business,but we cannot guarantee we will do so effectively or efficiently.Upgrades to our internal systems,processes,and controls may require us to implement incremental **reconciliation** ~~internal controls~~ or additional reporting measures to evaluate the effectiveness of such upgrade or improvement,or to adopt new processes or procedures in connection with the upgrade or improvement.We may not be able to successfully implement upgrades and improvements to our systems,processes,and controls in an efficient or timely manner,if at all,and we may discover deficiencies in existing systems,processes,and controls,which could adversely affect our business.We have licensed technology and utilized support services from various third parties to help us implement upgrades and improvements.We may experience difficulties in managing upgrades and improvements to our systems,processes,and controls or in connection with third- party software,which could disrupt existing customer relationships,causing us to lose customers,limit us to smaller deployments of our products,or increase our technical support costs.The support services available for such third- party technology also may be negatively affected by mergers and consolidation in the software industry,and support services for such technology may not be available to us in the future.In addition,we use both self- managed and cloud resources,and any security or other flaws in such resources could have a negative impact on our internal systems,processes,or controls. **- 26-** We may also need to realign resources from time to time to more efficiently address market or product requirements. **In** ~~For example,in~~ January 2023,we announced a plan to reduce our workforce by approximately 450 employees,representing approximately 7 % of our current global workforce (the" ~~January~~ Plan" ~~),and in November 2023,we announced a plan to reduce our workforce by approximately 500 employees,representing approximately 10 % of our current global workforce,and reduce our global real estate footprint (the " November Plan "~~).As disclosed in our Current Report on Form 8- K,filed on ~~November 1~~ **January 10** ,2023,we ~~estimated~~ **estimate** that we will incur non- recurring charges of approximately $ **25 million to $** 35 million ~~to $ 45 million~~ in connection with the ~~November~~ Plan,primarily related to cash expenditures for employee transition,notice period and severance payments, **and** employee benefits **.We expect the majority of these charges to be incurred in the first quarter of 2023.To the extent the current or any future realignment requires changes to our internal systems** , ~~real~~ **processes,and controls or organizational structure,including a slowdown in hiring or a further reduction in force,we could experience disruption in customer relationships,increases in costs,increased employee turnover,and decreased employee morale and productivity.Furthermore,as we expand our geographic presence and capabilities,we may also need to implement additional or enhance our existing systems,processes and controls to comply with U.S.and international laws.Changes in laws and** . Our effective tax rate is difficult to project, and changes in such tax rate or adverse results of tax examinations could adversely affect our operating results. Based on our corporate structure, we may be subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. We are a United States- based multinational company subject to tax in multiple United States and foreign tax jurisdictions. Our results of operations would be adversely affected to the extent that our geographical mix of income becomes more weighted toward jurisdictions with higher tax rates and would be favorably affected to the extent the relative geographic mix of income shifts to lower tax jurisdictions. Any change in our mix of earnings is dependent upon many factors and is **- 39-** therefore difficult to predict. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents. ~~In~~ **. The Organization for Economic Co- operation and Development (" OECD") has introduced a framework to implement a global minimum corporate tax of 15 %, referred to as Pillar 2. While some countries have begun implementing framework rules effective in 2024, most countries, including** the United States, **have not enacted comprehensive** legislation ~~commonly referred~~ to **address the new global minimum tax rules. It is possible that** as **countries enact rules** ~~the Tax Cuts and Jobs Act introduced a number of changes~~ to ~~U. S. federal~~ **implement the new framework that our tax uncertainty could increase and ultimately affect our provision for** income ~~tax~~ **taxes** ~~laws, the impact of which is uncertain~~ . In addition, the authorities in the jurisdictions in which we operate could review our tax returns or require us to file tax returns in jurisdictions in which we are not currently filing, and could impose additional tax, interest and penalties. These authorities could also claim that various withholding requirements apply to us or our subsidiaries, assert that benefits of tax treaties are not available to us or our subsidiaries, or challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing. The relevant taxing authorities may determine that the manner in which we operate our business does not achieve the intended tax consequences. If such a disagreement was to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties. Any increase in the amount of taxes we pay or that are imposed on us could increase our worldwide effective tax rate and harm our business, financial condition and results of operations. ~~- 41-~~ The process of determining our anticipated tax liabilities involves many calculations and estimates that are inherently complex and make the ultimate tax obligation determination uncertain. As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate prior to the completion and filing of tax returns for such periods. This process requires estimating both our geographic mix of income and our current tax exposures in each jurisdiction where we operate. These estimates involve complex issues, require extended periods of time to resolve, and require us to make judgments, such as anticipating the outcomes of audits with tax authorities and the positions that we will take on tax returns prior to actually preparing the returns. We also determine the need to record deferred tax liabilities and the recoverability of deferred tax assets. A valuation allowance is established to the extent recovery of deferred tax assets is not more likely than not based on our estimation of future taxable income and other factors in each jurisdiction. Furthermore, our overall effective income tax rate and tax expenses may be affected by various factors in our business, including acquisitions, changes in our legal structure, changes in the geographic mix of income and expenses, changes in valuation allowances, and changes in applicable tax laws and accounting pronouncements. Further, the geographic mix of income and expense is impacted by the fluctuation in exchange rates between the U. S. dollar and the functional currencies of our subsidiaries. We are under examination by various taxing authorities covering the past several years. We may receive additional assessments from domestic and foreign tax authorities that might exceed amounts reserved by us. In the event we are unsuccessful in reducing the amount of such assessment, our business, financial condition, or results of operations could be adversely affected. Specifically, if additional taxes and / or penalties are assessed as a result of these audits, there could be a material effect on our income tax provision, operating expenses, and net income in the period or periods when that determination is made. Our failure to protect personal information adequately could have a significant adverse effect on our business. ~~A wide variety of provincial, state,~~

~~national, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These data protection and privacy- related laws and regulations include the GDPR and the CCPA as amended by the California Privacy Rights Act (" CPRA") and are evolving and being tested in courts and may result in ever-increasing regulatory and public scrutiny as well as escalating levels of enforcement and sanctions. Any actual or perceived loss, improper retention or misuse of certain information or alleged violations of laws and regulations relating to privacy, data protection and data security, and any relevant claims, could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, and damage to our reputation and loss of goodwill (both in relation to existing customers and prospective customers), any of which could have an adverse effect on our operations, financial performance, and business. Evolving and changing definitions of personal data and personal information, within the European Union, the United States, and elsewhere, especially relating to classification of IP addresses, machine identification, location data, and other information, may limit or inhibit our ability to operate or expand our business, including limiting strategic partnerships that may involve the sharing of data. Any perception of privacy or security concerns or an inability to comply with applicable laws, regulations, policies, industry standards, contractual obligations or other actual or asserted legal obligations, even if unfounded, may result in additional cost and liability to us, harm our reputation, inhibit adoption of our products by current and future customers, and adversely affect our business, financial condition, and operating results.~~ We have implemented and maintain security measures intended to protect personal information, and we require our service providers to implement and maintain security measures intended to protect personal information they maintain or process for us. However, our security measures and those of our service providers remain vulnerable to various threats posed by hackers and criminals and by internal errors. If our or any of our service providers' security measures are overcome and any personal information that we or our service providers collect, store or otherwise process is breached, compromised or otherwise subject to **loss, unavailability,** unauthorized access, use or other processing **, or if any of these is believed or perceived to have occurred** , we may be required to comply with costly and burdensome breach notification **and other** obligations. We may also be subject to **regulatory** investigations, enforcement actions and **other proceedings and** private claims, demands and lawsuits. For example, the **California Consumer Privacy Act ("** CCPA **")** imposes a private right of action for certain security breaches that could lead to some form of remedy including regulatory scrutiny, fines, private action, settlements and other consequences. In addition, any ~~data~~ **actual or perceived** security incident is likely to generate negative publicity and ~~have a significant negative~~ **may- 40- result in additional cost and liability to us, harm our reputation, inhibit adoption of our products by current and future customers, and adversely** ~~effect~~ **affect** ~~on~~ our business **, financial condition, and** ~~.- 42- In connection with the operation~~ - **operating** ~~of our business, we may collect, store, transfer and otherwise process certain personal information. As a result~~ **results . We are** ~~, our business is~~ subject to **various laws,** ~~a variety of government and industry~~ regulations, ~~as well as~~ **standards and contractual and** other obligations ~~,~~ related to privacy, data protection and ~~information~~ security. **We are subject to various laws, regulations, standards and contractual and other obligations relating to** ~~Privacy~~ **privacy** , data protection and ~~information~~ security ~~have become significant issues in various jurisdictions where we offer our products~~ . ~~The~~ **These obligations** ~~regulatory frameworks for privacy, data protection and information security issues worldwide~~ are rapidly evolving **, may be subject to varying interpretations and enforcement,** and are likely to remain uncertain for the foreseeable future ~~. Federal, state, and non- U. S. government bodies or agencies have in the past adopted, and may in the future adopt, new laws and regulations or may make amendments to existing laws and regulations affecting data protection, data privacy and / or information security and / or regulating the use of the Internet as a commercial medium. Decisions of courts, and formal and informal guidance of administrative agencies and other supervisory authorities may modify the interpretation and enforcement of these laws and regulations in ways that may limit our business activities or create additional compliance costs. Industry organizations also regularly adopt and advocate for new standards in these areas. If we fail or are perceived to have failed to comply with any of these laws, regulations, standards or other actual or asserted obligations, we may be subject to investigations, enforcement actions, civil litigation, fines and other penalties, all of which may generate negative publicity and have a negative impact on our business, financial condition and results of operations. In the United States, we may be subject to investigation and / or enforcement actions brought by federal agencies and state attorneys general and consumer protection agencies. We publicly post policies and other documentation regarding our practices concerning the processing, use and disclosure of personal information. Although we endeavor to comply with our published policies and documentation, we may at times fail to do so or be alleged to have failed to do so. The publication of our privacy policy and other documentation that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be deceptive, unfair, or misrepresentative of our actual practices~~ . Internationally, virtually every jurisdiction in which we operate has established its own ~~data security,~~ privacy ~~and~~ **,** data protection **and security** legal frameworks with which we or our customers must comply. **For example** ~~Within the European Economic Area (" EEA")~~ , the **EU' s** GDPR ~~applies~~ **and UK' s Data Protection Act impose numerous obligations relating** to the processing ~~(which includes the collection and use)~~ of ~~certain~~ personal data **including** ~~. The GDPR imposes additional obligations and risk upon our business and substantial penalties to which we could be subject in the event of any non- compliance. Administrative fines under the GDPR can amount up to 20 million Euros or four percent of the group' s annual global turnover~~ , ~~whichever is higher. We have incurred substantial expense in complying~~ with **respect** ~~the obligations imposed by the GDPR and we may be required~~ to ~~make further significant changes in our business operations as regulatory guidance or other circumstances change, all of which may adversely affect our revenue and our business overall. Despite our efforts to attempt to comply with the GDPR, a regulator may determine that we have not done so and subject us to fines and public censure, which could harm our company. Among other requirements, the GDPR regulates~~ transfers of personal data ~~subject~~ to ~~the~~ **other** ~~GDPR to third~~ countries that have not been found to provide adequate protection to such personal data **. These regimes provide for significant penalties and other consequences for noncompliance. Similarly** , ~~including~~ **in** the United States **, various state** ~~. We have undertaken certain~~

~~efforts to conform transfers of personal data from the EEA~~ and **federal laws,** ~~Switzerland to the United States and other jurisdictions based on our understanding of current regulatory~~ **regulations** ~~obligations~~ and ~~the guidance of~~ **standards govern privacy,** data protection ~~authorities. Despite this, we may be unsuccessful in establishing or maintaining conforming means of transferring such data from the EEA and Switzerland. In July 2020, the Court of Justice of the European Union (" CJEU") invalidated the EU- U. S. Privacy Shield framework, which provided a mechanism for the transfer of data from EU member states to the United States. We certified compliance with the Privacy- Shield Framework and Principles and relied, in part, on EU- U. S. Privacy- Shield as one of the mechanisms for transferring data to the United States. The CJEU also advised that Standard Contractual Clauses approved by the European Commission (" SCCs"), another transfer mechanism, were not alone sufficient to protect data transferred to the United States. The use of SCCs for the transfer of personal information to the United States must be assessed on a case- by- case basis taking into account the legal regime applicable in the destination country. The SCCs and other cross- border personal data transfer mechanisms may be subject to legal challenge, and guidance and decisions from European supervisory authorities may call into question the legality of certain transfers and / or impose conditions on certain transfers that may be difficult for Informatica to meet or may be disruptive or costly to our operations. On March 25, 2022, the United States and the European Commission announced that they agreed in principle on a new Trans- Atlantic Data Privacy Framework, subsequently named the EU- U. S. Data Privacy Framework (the " Framework "), to replace the Privacy Shield. There can be no certainty that the Framework will be implemented or will serve as an~~ **and** ~~appropriate mechanism for us to transfer personal data to the United States. We may also experience hesitancy, reluctance, or refusal by European or multi-national customers to continue to use our products due to the potential risk exposure to such customers as a result of business sentiment- 43- regarding international data transfers and data protection obligations imposed on them. To address these concerns, we already offer many of our cloud services from data centers in the EEA. Nevertheless, we may find it necessary to continue to augment systems to maintain personal data originating from the EEA or other regions within those regions, which may involve substantial expense and may cause us to need to divert resources from other aspects of our business, all of which may adversely affect our business. We and our customers may face a risk of enforcement actions taken by data protection authorities with respect to cross- border personal data transfers. In the UK, personal data processing is governed by the UK General Data Protection Regulation and other domestic data protection laws, such as the UK Data Protection Act of 2018, which provide for penalties for noncompliance of up to the greater of £ 17. 5 million or 4 % of worldwide revenues. Although the European Commission adopted an adequacy decision for the UK in June 2021 that allows for the continued flow of personal data from the EU to the UK, this decision may be revoked or modified and will need to be renewed after four years from the date of adoption. In February 2022, the UK' s Information Commissioner' s Office issued new standard contractual clauses (" UK SCCs") to support personal data transfers out of the United Kingdom, that became effective in March 2022 and are required to be implemented. These and other developments with respect to data protection could increase the risk of non- compliance and the costs of providing our products and services in a compliant manner. We cannot fully predict how UK data protection laws or regulations may develop in the medium to longer term or how the EU will treat the UK with respect to data protection issues, including those relating to data transfers to and from the UK. We may incur liabilities, expenses, costs and other operational losses relating to UK data protection laws, including in connection with any measures we take to comply with them, and we may find it necessary or desirable to engage in additional contractual negotiations and to modify our data handling policies and practices with respect to the UK. We also expect that there will continue to be new laws, regulations, and industry standards concerning privacy, data protection, and information~~ security ~~proposed and enacted in various jurisdictions~~. For example, in **California** ~~the United States~~, ~~various laws and regulations apply to~~ the ~~collection, processing, disclosure and security of certain types of data, including the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the Health Insurance Portability and Accountability Act of 1996, the Gramm- Leach- Bliley Act and state laws relating to privacy and data security, including the CCPA as amended by the CPRA. The~~ CCPA, as modified by the ~~CPRA~~ **California Privacy Rights Act**, requires covered companies to, among other things, provide disclosures to California consumers, and afford such consumers privacy rights such as the ability to opt- out of certain sales of personal information and expanded rights to access and require deletion of their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is collected, used and shared. **Numerous other states have proposed** ~~The CCPA and CPRA provide for civil penalties for violations~~, **and in** ~~as well as a private right of action for~~ certain **cases enacted, similar legislation. Further, we may be required to publicly post policies and other documentation regarding our privacy, data protection, or** security **practices** ~~breaches that may increase security breach litigation. Potential uncertainty surrounding the CCPA and CPRA may increase our compliance costs and potential liability and could have a material adverse effect on our business~~, including ~~how we~~ **with respect to our** use **, disclosure** and ~~otherwise~~ **other** ~~process~~ **processing of** personal information ~~, our financial condition, and the results of our operations or prospects~~. **We** ~~Other states have~~ also ~~enacted~~ **may be subject to,** or ~~proposed similar~~ **be alleged to be subject to, various standards and contractual and other obligations relating to privacy,** data **protection,** ~~privacy laws. For~~ - **or** ~~example, Virginia, Colorado, Utah, and Connecticut all have enacted legislation that has or will become effective in 2023. Additionally, the U. S. federal government is contemplating privacy legislation. The effects of the CCPA, CPRA, and other privacy laws in the United States are significant and have required, and may require, us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply. This legislation and other proposed laws at the state and federal level in the United States, could create the potential for a patchwork of overlapping but different laws, result in further uncertainty and require us to incur additional costs and expenses in an effort to comply or require changes in business practices and policies. More generally, the various privacy and data~~ security ~~legal obligations that apply to us may evolve in a manner that relates to our practices or the features of our applications or platform. We may need to take additional measures to comply with the changes in our legal obligations and to maintain and improve our information security posture in an effort to avoid information security incidents or breaches affecting personal information or other sensitive or~~

~~proprietary data. Also~~ , ~~an increasing number of jurisdictions require, or are contemplating new requirements, that certain types of data be retained on servers within these jurisdictions or that put material restrictions on the ability to transfer certain types of data out of the jurisdiction. These jurisdictions exist throughout the world but may be concentrated in certain areas in which we derive a substantial portion of our sales, including in particular Europe. Our failure to comply with applicable laws, directives, and regulations may result in enforcement actions against us, including fines, and damage to our reputation, any of which may have an adverse effect on our business and operating results. Although we offer cloud services from many jurisdictions around the world, these requirements may nevertheless have material adverse effects on our business including reducing customer demand, impairing our ability to maintain and improve our services with a global workforce, adding complexity to contractual negotiations, which may increase our expenses and delay deal closure, and imposing additional costs- 44- on the operation of our services, for example by increasing customer demand for services offered in jurisdictions with higher operating costs. In addition to government regulation, privacy advocates and industry groups may propose new and different self- regulatory standards that may legally or contractually apply to us. One example of~~ such **as** ~~a self- regulatory standard is~~ the Payment Card Industry Data Security Standard ~~(" PCI DSS"), which relates to the processing of payment card information~~ . **The effects of** ~~In the event we are required to comply with the PCI DSS but fail to do so, fines and other penalties could result, and we may suffer reputational harm and damage to our business. Further, our customers may expect us to comply with more stringent~~ privacy ~~and~~ **,** data **protection and** security ~~requirements than those imposed by~~ laws, regulations ~~or self- regulatory requirements~~ , ~~and we may be obligated contractually to comply with additional or different~~ standards ~~relating to our handling or protection of data on or by our offerings. We also expect that there will continue to be changes in interpretations of existing laws~~ and **contractual** ~~regulations, or new proposed laws, regulations,~~ and other obligations **are significant** ~~concerning privacy, data protection~~ and ~~information security~~ **have required** , **and may require** ~~which could impair our or our customers' ability to collect~~ , ~~use~~ - **us to modify** ~~or~~ **our** ~~disclose information relating~~ **practices and policies and** to **incur substantial** ~~consumers, which could decrease demand for our offerings, increase our~~ costs and **expenses in** ~~impair our ability to maintain and~~ - **an effort to comply** ~~grow our customer base and increase our revenue~~ . Because the interpretation and application of many ~~laws~~ **of these actual** and **asserted obligations** ~~regulations relating to privacy, data protection and information security, along with industry standards,~~ are uncertain, it is possible that **they** ~~these laws~~ may be interpreted and applied in a manner that is inconsistent with our ~~data management~~ practices or the features of our products, and we could face fines, lawsuits, regulatory investigations **and other proceedings** and other claims and penalties, and we could be required to fundamentally change our products or our business practices, any of which could have an adverse effect on our business. Any inability **or perceived inability** to adequately address privacy, data protection **or** ~~and data~~ security concerns, even if unfounded, or any actual or perceived failure to comply with applicable privacy, data protection **or** ~~and information~~ security laws, regulations ~~and~~ **, standards, or contractual or** other actual or asserted obligations, could result in additional cost and liability to us, damage our reputation, inhibit sales and adversely affect our business. Furthermore, the costs of compliance with, and other burdens imposed by, ~~the~~ **such** laws, regulations **, standards,** and ~~policies~~ **contractual and other obligations** that are applicable to the businesses of our customers may limit the use and adoption of, and reduce the overall demand for, our products. Privacy, data protection and ~~information~~ security concerns, whether valid or ~~not valid~~ **invalid** , may inhibit market adoption of our products, particularly in certain industries and countries outside of the United States. If we are not able to adjust to changing laws, regulations ~~and~~ **,** standards **, contractual and other obligations** relating to privacy, data protection and ~~information~~ security ~~or use of the Internet~~ , our business may be harmed. As our business expands, we are subject to increasingly complex regulatory and compliance obligations and differing business practices, both foreign and domestic, which may strain our resources and divert management' s attention. During the past few years, our organizational structure has increased in complexity due to compliance with financial reporting obligations, tax regulations and tax accounting requirements, acquisitions, our relationships with channel partners, and other regulatory and compliance requirements, including compliance with the rules and regulations related to anti- corruption and anti- bribery laws such as the U. S. Foreign Corrupt Practices Act (" FCPA") and the UK Bribery Act of 2010 (" UK Bribery Act") or those related to anti- trust or anti- competitive market practices, including Article 101 (3) of the Treaty on the Functioning of the European Union or U. S. anti- trust laws. In addition, new or changing rules and regulations, including those relating to corporate governance, securities laws and public disclosure, often create uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These practices may evolve over time upon new guidance from regulatory or governing bodies, resulting in continued uncertainty regarding compliance and higher costs to adopt or modify our practices accordingly. Also, as we expand internationally, we become subject to the various rules and regulations of foreign jurisdictions. If we are unable to effectively comply with the rules and regulations applicable to **- 41-** us, particularly those relating to financial reporting, investors may lose confidence in our ability to manage our compliance obligations. Furthermore, we continue to develop our cloud ~~products and~~ services, which may store, transmit and process our customers' sensitive, proprietary or confidential data, including personal or identifying information, in cloud- based IT environments. These new cloud ~~products and~~ services may expose us to higher regulation than our traditional self- managed products and services, particularly with respect to privacy, data protection and ~~data~~ security ~~. Privacy laws are changing and evolving globally, and many countries have more stringent data protection laws than those in the United States. As a result, new cloud products and services may increase our liability exposure, compliance requirements and costs associated with privacy, data protection and data security issues~~ . Our efforts to comply with all of these requirements may result in an increase in expenses and a diversion of management' s time and attention from other business activities. If our efforts to comply differ or are perceived to differ from those intended or required by regulatory or governing bodies, such authorities or others may ~~- 45-~~ initiate inquiries or other proceedings against us, and we may be subject to fines, other liabilities and damages to our reputation, any of which may have an adverse effect on our business, financial condition and results of operations ~~. Further, we maintain a presence in the Asia- Pacific region, where business practices can differ from those in other regions of the world and can create~~

~~internal control risks. We provide business practices training to our sales teams~~ . Overall, the combination of increased structural complexity and the ever- increasing regulatory complexity make it more critical for us to attract and retain qualified and technically competent employees in the United States and internationally. We **provide business practices training and other comprehensive training to our sales teams, which has increased in rigor as our business has become more complex. We** , our employees, agents, representatives, business partners, and third **-** party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state- owned or affiliated entities and **we** may be held liable for the corrupt or other illegal activities of these employees, agents, representatives, business partners, or third **-** party intermediaries, even if we do not explicitly authorize such activities **. We maintain a presence or conduct business in the Asia- Pacific, Middle East / Africa, and Latin America regions, where business practices can differ from those in the U. S. and can create internal control risks** . We cannot assure you that all of our employees and agents will not take actions in violation of applicable law, for which we may be ultimately held responsible. Any allegations or violation of the FCPA or other applicable anti- bribery, anti- corruption laws, and anti- money laundering laws could result in, sanctions, settlements, prosecution, enforcement actions, fines, damages, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from U. S. government contracts, all of which may have an adverse effect on our reputation, business, results of operations, and prospects **. Issues in the development and use of AI, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business and operations. We use machine learning and AI technologies in our offerings and business, including in solutions complementing our CLAIRE- powered IDMC platform, and we are making investments in expanding our AI capabilities in our products and offerings, including ongoing deployment and improvement of existing machine learning and AI technologies, as well as developing new product features using AI technologies. AI technologies are complex and rapidly evolving, and we face significant competition from other companies as well as evolving legal and regulatory landscapes. Laws and regulations applicable to AI continue to develop and may be inconsistent from jurisdiction to jurisdiction. For example, the European Union' s Artificial Intelligence Act will prohibit certain AI applications and systems and impose additional requirements on the use of certain applications or systems. The use of AI technologies in new or existing products or offerings may result in new or enhanced governmental or regulatory scrutiny, new or modified laws or regulations, claims, demands, and litigation, confidentiality, privacy, data protection, or security risks, ethical concerns, or other complications that could adversely affect our business, financial condition, results of operations and prospects. Uncertainty around new and emerging AI technologies may require additional investment in the development and maintenance of proprietary datasets and machine learning models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections, safeguards, and policies for handling the processing of data with machine learning and AI technologies, which may be costly and could impact our expenses. AI technologies also present emerging ethical and social issues, including with respect to potential or actual bias reflected in, or flawed outputs of, models. AI technologies that we make use of may produce or create outputs that appear correct but are factually inaccurate or otherwise flawed, which may expose us to brand or reputational harm, competitive harm, regulatory scrutiny, and / or legal liability** . We are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability if we violate these controls. Our software is subject to U. S. export control laws and regulations including the Export Administration Regulations (" EAR"), and trade and economic sanctions maintained by the Office of Foreign Assets Control (" OFAC"). As such, an export license may be required to export or reexport our products to certain countries, end- **- 42-** users and end- uses. Because we incorporate encryption functionality into our products, we also are subject to certain U. S. export control laws that apply to encryption items. If we were to fail to comply with such U. S. export controls laws and regulations, U. S. economic sanctions, or other similar laws, we could be subject to both civil and criminal penalties, including substantial fines, possible incarceration for employees and managers for willful violations, and the possible loss of our export or import privileges. Obtaining the necessary export license for a particular sale or offering may not be possible and may be time- consuming and may result in the delay or loss of sales opportunities. Furthermore, U. S. export control laws and economic sanctions prohibit the export of products to certain U. S. embargoed or sanctioned countries, governments and persons, as well as for prohibited end- uses. Monitoring and ensuring compliance with these complex U. S. export control laws is particularly challenging because our offerings are widely distributed throughout the world and are available for download without registration. Even though we take precautions to ensure that we and our partners comply with all relevant export control laws and regulations, any failure by us or our partners to comply with such laws and regulations could have negative consequences for us, including reputational harm, government investigations and penalties. These risks are heightened in the case of rapidly evolving world events in Ukraine and Eastern Europe, as the United States, other countries and global coalitions have issued numerous sanctions and revisions to export control regulations against Russia, Belarus and other regions in quick succession and with very short time periods with which to fully comply. **Current or future geopolitical unrest, such as the conflict involving Israel and Hamas, could result in similar sanctions or regulations that would require us to undertake additional compliance efforts and create additional risks.** In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our end- customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations in such countries may create delays in the introduction of our products into international markets, prevent our end- customers with international operations from deploying our products globally or, in some cases, prevent or delay the export or import of our products to certain countries, governments or persons altogether. Any change in export or import laws or regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing export, import or sanctions laws or regulations, or change in the countries, governments, persons, or technologies targeted by such export, import or sanctions laws or regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential end- customers with international operations. Any decreased use of our products or limitation on our ability to export to or sell our products in international markets could adversely affect our business, financial condition and operating results. ~~- 46-~~ If we fail to establish or maintain an effective system of internal controls, we may be unable to accurately report our financial results or prevent fraud, and investor confidence and the market price of our Class A common stock may ~~, therefore,~~ be adversely affected. As a public company in the United States, we are required to maintain internal ~~control~~ **controls** over financial reporting and to report any material weaknesses in such internal control. In addition, we are required to furnish a report by management on the effectiveness of our internal control over financial reporting pursuant to Section 404 ~~at the time~~ of ~~our second annual report filing~~ **the Sarbanes- Oxley Act of 2002 (" Section 404")** . We have designed, implemented and tested the internal control over financial reporting required to comply with these obligations. This process is time- consuming, costly, and complicated. In addition, our independent registered public accounting firm are required to attest to the effectiveness of our internal control over financial reporting ~~beginning with our second annual report following our initial public offering~~ . If we identify material weaknesses in our internal control over financial reporting, if we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting are effective, or if our independent registered public accounting firm ~~is unable to express~~ **expresses** ~~an~~ **a negative** opinion as to the effectiveness of our internal control over financial reporting ~~when required~~ , investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A common stock may be adversely affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, which could require additional financial and management resources. Changes in existing financial accounting standards or practices may adversely affect our results of operations. We prepare our consolidated financial statements in accordance with GAAP. Changes in existing accounting rules or practices, new accounting pronouncements, or varying interpretations of current accounting pronouncements could have a significant adverse effect on our results of operations or the manner in which we conduct our business. A change in existing financial accounting standards or practices may even retroactively adversely affect previously reported transactions. **- 43-** If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in " Management' s Discussion and Analysis of Financial Condition and Results of Operations " included elsewhere in this Report, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue, and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, measurement of stock- based compensation expense, accounting for intangible assets, assessing indicators of potential goodwill impairment, and accounting for income taxes including deferred tax assets and liabilities. The IRS or other taxing authorities could seek to recharacterize the Restructuring Transactions. The **Company was formed as part of a series of restructuring transactions, which collectively had the net effect of reorganizing the corporate structure of Ithacalux Topco S. C. A. (" Ithacalux "), resulting in Informatica Inc. being the top- tier entity in that corporate structure rather than Ithacalux (" Restructuring Transactions "). The** Restructuring Transactions were intended to simplify our organizational structure in connection with our **initial public offering on October 29, 2021 (our"** IPO **")** . There can be no assurance that the IRS or other taxing authorities in the United States, Europe and Asia will not seek to recharacterize or reorder the Restructuring Transactions or to assert a claim for withholding or other taxes in connection with the Restructuring Transactions, which if successful, could result in tax liabilities to us or our subsidiaries and / or impact our operations in the future. ~~- 47-~~ If our solutions fail to help our customers achieve and maintain compliance with regulations and industry standards, our revenues and operating results could be harmed. We generate a portion of our revenues from solutions that enable organizations to achieve and maintain compliance with regulations and industry standards. For example, many of our customers subscribe to our security and compliance solutions to help them comply with general security standards, such as those developed and maintained by the U. S. National Institute of Standards and Technology (" NIST"), and with industry- specific security standards such as the HIPAA Security Rule, which applies to entities that need to protect electronic protected health information. Standard setting agencies and industry organizations like International Standards Organization ~~(" ISO")~~ may significantly change their security standards with little or no notice, including changes that could make their standards more or less onerous for businesses. Governments may also adopt new laws or regulations, or make changes to existing laws or regulations, that could impact the demand for or value of our solutions. If we are unable to adapt our solutions to changing regulatory standards in a timely manner, or if our solutions fail to assist with or expedite our customers' compliance initiatives, our customers may lose confidence in our solutions and could switch to products offered by our competitors. In addition, if regulations and standards related to data security, vulnerability management and other IT security and compliance requirements are relaxed or the penalties for non- compliance are changed in a manner that makes them less onerous, our customers may view government and industry regulatory compliance as less critical to their businesses, and our customers may be less willing to purchase **subscriptions to** our solutions. In any of these cases, our revenues and operating results could be harmed. **- 44-** Risks Related to Our International Operations Our operations outside of our North American region expose us to increased risks that could limit our future growth. We have significant operations outside of our North

American region, including sales and professional services operations, software development centers and customer support centers, and we have historically derived a significant portion of our revenue from outside the United States. We derived approximately **32 %,** 31 ~~%, 33~~ % and 33 % of our revenue from outside ~~of~~ our North American region ~~for~~ **during** the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively. Our international operations are subject to numerous risks, including: • geopolitical disruption and resulting sanctions and export controls, and general economic and political conditions in these foreign markets; • fluctuations in exchange rates between the U. S. dollar and foreign currencies; • slower or impaired collections on accounts receivable; • increased operating costs **due to inflation** , particularly in EMEA and India ~~, and wage inflation, particularly in India and Brazil~~ ; • greater difficulty in protecting our ownership rights to intellectual property developed in foreign countries, which may have laws that materially differ from those in the United States; • higher risk of unexpected changes in regulatory practices, tariffs, and tax laws and treaties; • greater risk of a failure of our employees to comply with both U. S. and foreign laws, including the EU General Data Protection Regulation antitrust regulations, the U. S. Foreign Corrupt Practices Act, the UK Bribery Act of 2010, and any trade regulations ensuring fair trade practices ~~; • potential changes in laws, regulations and costs affecting our UK operations and local employees due to Brexit~~ ; • increased expenses, delays and our limited experience in developing, testing and marketing localized versions of our products; • increased competition from companies in the industry segments that we target or other vendors of data management software products that are more established in a particular region than us; • potential conflicts with our established distributors in countries in which we elect to establish a direct sales presence, or the inability to enter into or maintain strategic distributor relationships with companies in certain international markets where we do not have a local presence; ~~- 48-~~ • our limited experience in establishing a sales, marketing and support presence and the appropriate internal systems, processes, and controls; • difficulties in recruiting, training, managing, and retaining our international staff, particularly our international sales management and sales personnel, which have adversely affected our ability to increase sales productivity, and the costs and expenses associated with such activities; • differing business practices, which may require us to enter into **customer** ~~software license~~ agreements that include non- standard terms related to payment, maintenance rates, warranties, or performance obligations that may affect our ability to recognize revenue ratably; and • communication delays between our main development and support center in California and our international development and support centers, which may delay the development, testing, release or support of new and existing products, and communication delays between our U. S. headquarters and our shared services center in India. These factors and other factors could harm our ability to grow international revenues and, consequently, materially impact our business, results of operations, and financial condition. The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources. Our failure to manage our international operations and the associated risks effectively could limit the future growth of our business. **- 45-** Continued uncertainty in the U. S. and global economies along with uncertain geopolitical conditions, could negatively affect sales of our products and services and could harm our operating results. As our business has grown, we have become increasingly subject to the risks arising from adverse changes in the domestic and global economies. We have experienced the adverse effect of economic slowdowns and downturns in the past, which resulted in a significant reduction in capital spending by our customers, as well as longer sales cycles and the deferral or delay of purchases of **subscriptions to** our products. We continue to invest in our international operations. There are significant risks with overseas investments, and our growth prospects in these regions are uncertain. Increased volatility in the European credit, equity and foreign currency markets or geopolitical disruptions, including the military ~~conflict~~ **conflicts** between Russia and Ukraine **and Israel and Hamas** , could cause delays in or cancellations of orders or have other negative impacts on our business operations in Europe and other regions throughout the world. If tensions between the United States, members of NATO and Russia continue to escalate and create global security concerns, that may lead to an increased adverse impact on regional and global economies and increase the likelihood of cyberattacks. Deterioration of economic or geopolitical conditions in the countries in which we do business could also cause slower or impaired collections on accounts receivable. Although we do not have material business involvement in Ukraine, Russia or Belarus, geopolitical instability in the region and new sanctions and enhanced export controls may impact our ability to sell or export our software products in Ukraine, Russia, Belarus and surrounding countries. A majority of our business in Russia and Belarus is already restricted by sanctions and export control laws. While we do not believe the overall impact to be material to our business results, if the conflict and scope of sanctions expand further or persist for an extended period of time, our business could be harmed. We may experience fluctuations in foreign currency exchange rates that could adversely impact our results of operations. Our international sales and operations expose us to fluctuations in foreign currency exchange rates. An unfavorable change in the exchange rate of foreign currencies against the U. S. dollar would result in lower revenues when translated into U. S. dollars, although operating expenses would be lower as well. Our main revenue exposures are in Euro, Yen, and Sterling. On occasion, exchange rates have been particularly volatile and have affected quarterly revenue and profitability. ~~Recent~~ **In prior years,** fluctuations ~~in~~ **from** foreign currency exchange rates have negatively affected, and ~~may continue to~~ **in the future could** negatively affect ~~,~~ our revenues ~~in the near term~~. Changes in foreign currency exchange rates driven by the general ~~strengthening~~ **weakening** of the U. S. dollar ~~adversely~~ **favorably** impacted reported revenue by approximately $ ~~48~~ **2. 6** million ~~for~~ **in** the year ended December 31, ~~2022~~ **2023** ~~, respectively~~. The impact on revenue from fluctuations in foreign currency is calculated by comparing current period revenue to the translated current period revenue for the year ended December 31, ~~2022~~ **2023** using the comparable period' s exchange rates from the prior year. As fluctuations in foreign currency exchange rates occur or increase, the effect of changes in foreign currency exchange rates could become material to revenue, operating expenses, and net income. In particular, **these unfavorable** exchange ~~- 49-~~ rate changes could have a significant impact on the operating expenses of our international operations in India, where we had approximately 2, ~~700~~ **400** employees as of December 31, ~~2022~~ **2023** . If we are not successful in sustaining and expanding our international business, we may incur additional losses and our revenue growth could be harmed. Our future results depend, in part, on our ability to sustain and expand our penetration of the international markets in which we currently operate and to expand into additional international markets. We depend on direct sales and our channel partner relationships to sell our offerings in international markets. Our ability to expand internationally will depend upon our ability to deliver functionality and foreign language translations that reflect the needs of the international clients that we target. Our ability to expand internationally involves various risks, including the need to invest significant resources in such expansion, and the possibility that returns on such investments will not be achieved in the near future or at all in these less familiar competitive environments. We may also choose to conduct our international business through other partnerships. If we are unable to identify partners or negotiate favorable terms, our international growth may be limited. In addition, we have incurred and may continue to incur significant expenses in advance of generating material revenue as we attempt to establish our presence in particular international markets. Sustaining and expanding our international business will also require significant attention from our management and will require us to add additional management and other resources in these new markets. Our ability to expand our business, attract talented employees and enter into partnerships in an increasing number of international markets requires considerable management attention and resources and is subject to the particular **- 46-** challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal systems, alternative dispute systems, regulatory systems, commercial infrastructures and technology infrastructure. If we are unable to grow our international operations in a timely and effective manner, we may incur additional losses and our revenue growth could be harmed. Risks Related to Our Sales to Government Entities A portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks, including government investigations. Sales to U. S. and foreign federal, state, and local governmental agency end- customers have historically accounted for approximately 10 % ~~or less~~ of our revenue for each of the past three fiscal years ~~ended December 31, 2022~~ , and we may in the future increase sales to government entities. However, government entities have announced reductions in, or experienced increased pressure to reduce, government spending. In particular, such measures have adversely affected European public sector transactions. Furthermore, the continued U. S. debt, income tax and budget issues, including future delays in approving the U. S. budget or reductions in government spending, may adversely impact future U. S. public sector transactions. **For example, a shutdown of the U. S. federal government could delay public sector transactions and contracting by government entities.** Such budgetary constraints or shifts in spending priorities of government entities may adversely affect sales of our products and services to such entities. We expect these conditions to continue to adversely affect public sector transactions in the near- term. In addition, sales to government entities are subject to a number of risks **. Government entities may continue use of on- premises software indefinitely, be slow to transition workloads from on- premises software to SaaS services, or impose challenging regulatory requirements on government use of SaaS services, any of which may inhibit the growth of our public sector business** . Selling to government entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that we will successfully sell our products to such governmental entity. Government entities may require contract terms that differ from our standard arrangements. Government contracts may require the maintenance of certain security clearances for facilities and employees. Government certification requirements applicable to us and our products are constantly evolving and at times restrict our ability to sell to certain government customers until we have met the new or revised requirements, which can entail administrative time and effort possibly resulting in additional costs and delays. In addition, **our failure to obtain or maintain certain** government **certifications, for example FedRamp or similar security certifications from U. S. states or foreign governments, limits our ability to sell any of our products to these government entities, and may expose us to fines or penalties for failure to comply. Government** demand and payment for our products may be more volatile as they are affected by public sector budgetary cycles, funding authorizations, and the potential for funding reductions or delays, making the time to close such transactions more difficult to predict. This risk is enhanced as the size of such sales to the government entities increases. As the use of our products, including products recently acquired or developed, expands to more sensitive, secure or mission critical uses by our government customers, we may be subject to increased scrutiny, potential reputational risk, or potential liability should our products fail to perform as contemplated in such deployments or should we not comply with the terms of our government contracts or government contracting **and security** requirements. Most of our sales to government entities have been made indirectly through third- party ~~distributor~~ **distributors** or resellers that sell our products. Government entities may have contractual or other legal rights to terminate contracts with our providers for convenience or due to a default, and any such termination may adversely impact our future results of ~~- 50-~~ operations. For example, if the provider receives a significant portion of its revenue from sales to such governmental entity, the financial health of the provider could be substantially harmed which could negatively affect our future sales to such provider. Governments routinely audit and investigate government contractors, and we may be subject to such audits and investigations. If an audit or investigation uncovers improper or illegal activities, including any misuse of confidential or classified information by our employees, we may be subject to civil or criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines, and suspension or prohibition from doing business with such government entity, or enter into a settlement in lieu of the foregoing, which may not be on favorable terms to us. In addition, we could suffer serious reputational harm if allegations of impropriety were made against us or our employees or should our products not perform as contemplated in government deployments. In compliance with recently issued sanctions and enhanced export control regulations, we have stopped sales of software to all sanctioned customers including government end customers in Russia and Belarus. The impact of this stoppage is not material to our overall business and our financial operations. **- 47-** Our agreement with the U. S. Department of Defense limits our control over one of our subsidiaries. If this agreement is terminated, we may be suspended from selling our products for various projects or to various agencies within the U. S. government. Our subsidiary, Informatica Federal Operations Corporation, which markets, sells and supports our products to various classified U. S. government agencies, is required by the National Industrial Security Program to maintain facility security clearances and to be insulated from foreign ownership, control or influence. To comply with the National Industrial Security Program requirements, in July 2016, we, our parent entities, Informatica Federal Operations Corporation and the Department of Defense entered into an agreement with respect to the ownership and operations of Informatica Federal Operations Corporation. Under the agreement, we, among other things, agreed to follow an ~~Affiliated~~ **affiliated** ~~Operations~~ **operations** ~~Plan~~ **plan** describing products and services that may be provided among affiliated entities while mitigating the risks of foreign ownership, control, or influence. The agreement may be terminated and Informatica Federal Operations Corporation' s facility security clearance may be revoked in the event of a breach of the proxy agreement, or if it is determined by the Department of Defense that termination is in the national interest. If Informatica Federal Operations Corporation' s facility security clearance is revoked, we may lose a portion of our sales to U. S. government classified agencies and our business, financial condition and results of operations would be harmed. Our government contracts contain unfavorable provisions that are not typical of commercial contracts. Many of our government contracts contain provisions that give the government rights and remedies not typically found in private commercial contracts, including provisions enabling the government to: • terminate or cancel our existing contracts for convenience; • suspend us from doing business with a foreign government or prevent us from selling our products in certain countries; • audit and object to our contract- related costs and expenses, including allocated indirect costs; and • change specific terms and conditions in our contracts, including changes that would reduce the value of our contracts. In addition, many jurisdictions have laws and regulations that deem government contracts in those jurisdictions to include these types of provisions, even if the contract itself does not contain them. If a government terminates a contract with us for convenience, we may not recover our incurred or committed costs, any settlement expenses or profit on work completed prior to the termination. If a government terminates a contract for default, we may not recover even those amounts, and instead we may be liable for any costs incurred by a government in procuring undelivered items and services from another source. If we fail to comply with complex procurement laws and regulations, we may be subject to civil and criminal penalties and administrative sanctions. We must comply with domestic and foreign laws and regulations relating to the formation, administration and performance of government contracts. These laws and regulations affect how we do business with government agencies in various countries and may impose added costs on our business. For example, in the United States, we are subject to the Federal Acquisition Regulations, which comprehensively regulate the formation, administration ~~- 51-~~ and performance of federal government contracts, and to the Truth in Negotiations Act, which requires certification and disclosure of cost and pricing data in connection with contract negotiations. We are subject to similar regulations in foreign countries as well. If a government review or investigation uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with government agencies, which could materially and adversely affect our business, financial condition and results of operations. For example, in March 2019, we reached a settlement of a civil False Claims Act investigation brought by the U. S. Attorney' s Office for the District of Columbia (" DC USAO") and the Civil Fraud Section of the U. S. Department of Justice (together with the DC USAO, the" DOJ") in August 2015. Under the terms of the settlement, we agreed to pay $ 21. 9 million related to a dispute regarding the accuracy of information in our commercial sales practices submissions and statements regarding the country of origin of certain products between January 1, 2008 and March 31, 2017 in consideration for the release of the company by the DOJ and the U. S. General Services Administration with respect to the claims alleged in the investigation as set forth in the settlement agreement. In addition, a government may reform its **- 48-** procurement practices or adopt new contracting rules and regulations that could be costly to satisfy or that could impair our ability to obtain new contracts. Risks Related to Our Intellectual Property Our use of open source software could negatively affect our ability to sell our solution and subject us to possible litigation. A portion of our technologies incorporate open source software, and we expect to continue to incorporate open source software in our solution in the future. Few of the licenses applicable to open source software have been interpreted by courts, and there is a risk that these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. Moreover, we cannot guarantee that we have not incorporated additional open source software in our software in a manner that is inconsistent with the terms of the applicable license or our current policies and procedures. If we fail to comply with these licenses, we may be subject to certain requirements, including requirements that we offer our solutions that incorporate the open source software for no cost, that we make available source code for modifications or derivative works we create based upon, incorporating or using the open source software and that we license such modifications or derivative works under the terms of applicable open source licenses. If an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our solutions that contained the open source software and required to comply with onerous conditions or restrictions on these solutions, which could disrupt the distribution and sale of these solutions. In addition, there have been claims challenging the ownership rights in open source software against companies that incorporate open source software into their products, and the licensors of such open source software provide no warranties or indemnities with respect to such claims. In any of these events, we and our customers could be required to seek licenses from third parties in order to continue offering our products, which may not be available on favorable terms or at all, and to re- engineer our products or discontinue the sale of our products in the event re- engineering cannot be accomplished on a timely basis. We and our customers may also be subject to suits by parties claiming infringement due to the reliance by our solutions on certain open source software, and such litigation could be costly for us to defend or subject us to an injunction. Any of the foregoing could require us to devote additional research and development resources to re- engineer our solutions, could result in customer dissatisfaction, and may adversely affect our business, results of operations and financial condition. We may be unable to predict the future course of open source technology development, which could reduce the market appeal of our offerings, damage our reputation and adversely affect our business, financial condition, results of operations and cash flows. We do not exercise control over ~~many aspects of~~ the development of open source technology **incorporated into our offerings** . Different groups of open source software programmers compete with one another to develop new technology. Open source technology may include security vulnerabilities, to which our products and services may be exposed without timely or effective means for remediation or mitigation. Typically, the technology developed by one group will become more widely used than that developed by others. In some offerings, the race to innovate eclipses the responsibility to continuously patch security vulnerabilities and functional bugs. If an offering we rely on is unable to keep pace with our functional or non- functional requirements, we may be required to invest resources to keep it updated or to seek alternatives. If we acquire or adopt new technology and incorporate it into our offerings but competing technology ~~- 52-~~ becomes more widely used or accepted, the market appeal of our offerings may be reduced, which could harm our reputation, diminish our brands and adversely affect our business, financial condition, results of operations and cash flows. We face intellectual property infringement claims that could be costly to defend and result in our loss of significant rights. As is common in the software industry, we have received, and may from time to time in the future receive, notices from third parties claiming infringement by our products of third- party patent and other proprietary rights. For example, in the past ~~three~~ **four** years, Informatica has been the subject of one such patent suit ~~. On March 18~~ , **which** ~~2020, Akoloutheo LLC, a non- practicing entity, filed a patent infringement complaint accusing Informatica' s master data management technology of infringing U. S. Pat. No. 7, 426, 730. The suit~~ was resolved in less than three months for an immaterial amount. As the number of software products in our target markets increases and the functionality of these products further overlaps, we may become increasingly subject to claims by a third party that our technology infringes such party' s proprietary rights. In addition, there is a growing occurrence of patent suits **and regulatory investigations- 49-** being brought by organizations that use patents to generate revenue without manufacturing, promoting, or marketing products or investing in research and development in bringing products to market. These organizations have been active in the enterprise software market and have targeted whole industries as defendants. Any claims, with or without merit, could be time consuming, result in costly litigation, cause product shipment delays, or require us to enter into royalty or licensing agreements, any of which could adversely affect our business, financial condition, and operating results. Although we do not believe that we are currently infringing any proprietary rights of others, legal action claiming patent infringement could be commenced against us. We may not prevail in such litigation given the complex technical issues and inherent uncertainties in patent litigation. The potential effects on our business that may result from third- party infringement claims include the following: • we have been and could be in the future obligated to incur significant legal costs and expenses defending the patent infringement suit; • we may be forced to enter into royalty or licensing agreements, which may not be available on terms favorable to us; • we may be required to indemnify our customers or obtain replacement products or functionality for our customers; • we may be forced to significantly increase our development efforts and resources to redesign our products as a result of these claims; and • we may be forced to discontinue offering some or all of our products. If we are not able to adequately protect our proprietary rights, third parties could develop and market products that are equivalent to our own, which would harm our sales efforts. Our success depends upon our proprietary technology. We believe that our product development, product enhancements, name recognition, and the technological and innovative skills of our personnel are essential to establishing and maintaining a technology leadership position. We rely on a combination of patent, copyright, trademark, and trade secret rights, confidentiality procedures, and licensing arrangements designed to establish and protect our proprietary rights. However, these legal rights and contractual agreements may provide only limited protection. Our pending patent applications may not be allowed or our competitors may successfully challenge the validity or scope of any of our issued patents or any future issued patents. Our patents alone may not provide us with any significant competitive advantage, and third parties may develop technologies that are similar or superior to our technology or design around our patents. Third parties could copy or otherwise obtain and use our products or technology without authorization or develop similar technology independently. We cannot easily monitor any unauthorized use of our products, and, although we are unable to determine the extent to which piracy of our software products exists, software piracy is a prevalent problem in our industry in general. We may be forced to initiate litigation to protect our proprietary rights. Litigating claims related to the enforcement of proprietary rights is very expensive and can be burdensome in terms of management time and resources, which could adversely affect our business and operating results. In addition, the risk of not adequately protecting our proprietary technology and our exposure to competitive pressures may be increased if a competitor should resort to unlawful means in competing against us. ~~- 53-~~ We have entered into certain agreements with many of our customers and partners that require us to place the source code of our products into escrow. Such agreements generally provide that such parties will have a limited, non- exclusive right to continue use of such code if there is a bankruptcy proceeding by or against us, we cease to do business or we fail to meet our support obligations. Although our agreements with these third parties limit the scope of rights to use of the source code, we may be unable to effectively control such third parties' actions. Furthermore, effective protection of intellectual property rights is unavailable or limited in various foreign countries. The protection of our proprietary rights may be inadequate, and our competitors could independently develop similar technology, duplicate our products, or design around any patents or other intellectual property rights we hold. **- 50-** Risks Related to Our Indebtedness Our substantial indebtedness could materially adversely affect our financial condition and prevent us from fulfilling our obligations under our existing indebtedness. We have a significant amount of indebtedness. As of December 31, ~~2022~~ **2023** , our total **outstanding** indebtedness was **approximately** $ 1. ~~84~~ **82** billion. Subject to the limits contained in the credit agreement that governs our credit facilities (the" Credit Facilities") and our other debt instruments, we may **need** ~~be able~~ to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other **general corporate** purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our ~~high~~ level of debt could have important consequences to the holders of our common stock, including the following: • making it more difficult for us to satisfy our obligations with respect to our debt; and if we fail to comply with these requirements, an event of default could result; • limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements; • requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes; • increasing our vulnerability to general adverse economic and industry conditions; • exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under the Credit Facilities, are at variable rates of interest; • limiting our flexibility in planning for and reacting to changes in the industry in which we compete; • placing us at a disadvantage compared to other, less leveraged competitors; and • increasing our cost of borrowing. In addition, the credit agreement that governs the Credit Facilities contains restrictive covenants that limit our ability to engage in activities that may be in our long- term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all ~~of~~ our debt. We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness. For the year ended December 31, ~~2022~~ **2023** , our cash flows dedicated for debt service requirements totaled $ ~~98~~ **166** . ~~6~~ **1** million, which includes principal payments of $ ~~14~~ **18** . ~~1~~ **8** million and interest payments of $ ~~84~~ **147** . ~~6~~ **3** million. For the year ended December 31, ~~2022~~ **2023** , our net cash provided by operating activities was $ ~~200~~ **266** . ~~1~~ **3** million, which includes interest paid of $ ~~84~~ **147** . ~~6~~ **3** million. As such, our cash flows from operating activities, before giving effect to the payment of interest, amounted to $ ~~284~~ **413** . 6 million. For the year ended December 31, ~~2022~~ **2023** , approximately ~~35~~ **40** % of our net cash provided by operating activities, before giving effect to the payment of interest, was dedicated to debt service, both principal and interest. ~~- 54-~~ If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement that governs the Credit Facilities restricts our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on **- 51-** commercially reasonable terms or at all, would materially adversely affect our financial position and results of operations. In addition, we conduct substantially all of our international operations through our subsidiaries. Accordingly, repayment of our indebtedness is dependent on local restrictions that may impact our ability to obtain cash from cash flow generated by our subsidiaries. While the ~~credit agreement that governs the~~ Credit ~~Facilities~~ **Agreement (as defined below)** limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness. If we cannot make scheduled payments on our debt, we will be in default and the lenders under the Credit Facilities could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. All of these events could result in your losing your investment in our Class A common stock. Despite our current level of indebtedness, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks to our financial condition described above. We and our subsidiaries may **need** ~~be able~~ to incur significant additional indebtedness in the future. Although the ~~credit agreement that governs the~~ Credit ~~Facilities~~ **Agreement** contains restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness. In addition, as of December 31, ~~2022~~ **2023** , our Revolving ~~Credit~~ Facility would have provided for unused commitments of $ 250. 0 million (with an exception of letters of credit of $ 1. ~~7~~ **6** million utilized under the Revolving ~~Credit~~ Facility), which could be increased, subject to certain conditions. If we incur any additional indebtedness, the holders of that indebtedness will be entitled to any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our company before such proceeds are distributed to you. If new debt is added to our currently anticipated debt levels, the related risks that you now face could intensify. The terms of the ~~credit agreement that governs the~~ Credit ~~Facilities~~ **Agreement** restricts our current and future operations, particularly our ability to respond to changes in the economy or our industry or to take certain actions. The ~~credit agreement that governs our~~ Credit ~~Facilities~~ **Agreement** contains a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long- term best interest, including restrictions on our ability to: • incur additional indebtedness and guarantee indebtedness; • pay dividends or make other distributions or repurchase or redeem our capital stock; • prepay, redeem or repurchase certain subordinated debt; • issue certain preferred stock or similar equity securities; • make loans and investments; • sell assets; • incur liens; • enter into transactions with affiliates; ~~- 55-~~ • enter into agreements restricting our subsidiaries' ability to pay dividends; and • consolidate, merge, sell or otherwise dispose of all or substantially all of our assets. In addition, the ~~credit~~ **Credit** ~~agreement~~ **Agreement** requires us to maintain a first lien net leverage ratio if borrowings outstanding under the Revolving ~~Credit~~ Facility exceed a specified threshold. Our ability to meet this leverage ratio can be affected by events beyond our control, and we may be unable to meet the ratio. **- 52-** A breach of the covenants or restrictions under the ~~credit agreement that governs the~~ Credit ~~Facilities~~ **Agreement** could result in an event of default under the applicable indebtedness. Such default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies. In addition, an event of default under the ~~credit agreement that governs the~~ Credit ~~Facilities~~ **Agreement** would permit the lenders under our Credit Facilities to terminate all commitments to extend further credit under those facilities. Furthermore, if we were unable to repay the amounts due and payable under the Credit Facilities, the lenders thereunder could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be: • limited in how we conduct our business; • unable to raise additional debt or equity financing to operate during general economic or business downturns; or • unable to compete effectively or to take advantage of new business opportunities. These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, substantial indebtedness and credit ratings could materially adversely affect the availability and terms of our financing. Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly. Borrowings under the Credit Facilities are at variable rates of interest and expose us to interest rate risk. During 2022 **and the first three quarters of 2023** , the U. S. Federal Reserve (the " Fed ") has sharply raised interest rates from historically low levels and has signaled an intention to continue to do so until current inflation levels re- align with the Fed' s long- term inflation target. To the extent the Fed ~~continues~~ **decided** to **again** raise interest rates, there is a risk that rates across the financial system may rise including **the** ~~LIBOR and~~ Secured Overnight Financing Rate (" SOFR"). As interest rates increase, our debt service obligations on the variable rate indebtedness increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, correspondingly decrease. ~~Assuming all loans under the Credit Facilities were fully drawn, each~~ **Each** quarter point change in interest rates **on** ~~, excluding~~ the **current debt outstanding** ~~effects of any interest rate swap agreements,~~ would result in approximately a $ ~~5~~ **4** . ~~0~~ **6** million change in annual interest expense on our indebtedness under the Credit Facilities. We entered into interest rate swap instruments, which matured on December 31, 2022, to limit our exposure to changes in variable interest rates. With the maturity of the interest rate swaps, we are fully subject to interest rate risk if ~~LIBOR and~~ SOFR rates increase. Risks Related to Ownership of Our Class A Common Stock and Our Capitalization Structure The market price of our Class A common stock may be volatile, and you could lose all or part of your investment. The market price of our Class A common stock may be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our Class A common stock since you might be unable to sell your shares at or above the price you paid for such shares. Factors that could cause fluctuations in the market price of our Class A common stock include the following: • price and volume fluctuations in the overall stock market from time to time; • volatility in the trading prices and trading volumes of technology stocks; • changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular; ~~- 56 -~~ • sales of shares of our Class A common stock by us or our stockholders; • failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors; • the financial projections we may provide to the public, any changes in those projections, or our failure to meet those projections; • announcements by us or our competitors of new products, features, or services; • the public' s reaction to our press releases, other public announcements, and filings with the SEC; **- 53-** • rumors and market speculation involving us or other companies in our industry; • actual or anticipated changes in our results of operations or fluctuations in our results of operations; • actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally; • 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; • actual or perceived ~~data~~ security breaches or ~~other data security~~ incidents; • announced or completed acquisitions of businesses, products, services, or technologies by us or our competitors; • new laws or regulations or new interpretations of existing laws or regulations applicable to our business; • changes in accounting standards, policies, guidelines, interpretations, or principles; • any significant change in our management; and • general economic conditions and slow or negative growth of our markets. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company' s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management' s attention and resources. We may need additional capital, and we cannot be certain that additional financing will be available on favorable terms, or at all. Historically, we have funded our operations and capital expenditures primarily through cash generated from our operations as well as debt refinancings. Although we currently believe that our existing cash and cash equivalents, cash flow from operations and the proceeds from the IPO will be sufficient to meet our cash needs for at least the next twelve months, we may require additional financing. We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance, and condition of the capital markets at the time we seek financing. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity or equity- linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our Class A common stock, and our stockholders may experience dilution. Substantial future sales **of our Class A common stock** could depress the market price of our Class A common stock. The market price of our Class A common stock could decline as a result of sales of a large number of shares of our Class A common stock in the market, and the perception that these sales could occur may also depress the market price of our Class A common stock. **As of December 31, 2023, approximately 79 % of our outstanding Class A and Class B- 1 common stock is owned by entities affiliated with our Sponsors, including approximately 51. 4 million Class A shares owned by Ithaca L. P., a limited partnership affiliated with Permira (" Ithaca "). The Sponsors and their affiliates may from time to time seek to sell or otherwise dispose of some or all of their shares, including by selling shares in underwritten offerings, block trades or open market transactions, or by distributing shares to their equity holders or**

otherwise. For example, ~~Under~~ **under** our amended and restated registration rights agreement, ~~certain stockholders~~ **the Sponsors and their affiliates** can require us to register shares owned by them for public sale in the United States. In addition, ~~we~~ **certain Sponsor- affiliated entities, including Ithaca, have the right to distribute some or all of their Class A shares to their limited partners. If any of these entities were to register or distribute their shares, such shares would be available for resale in the public market, either immediately or at a later date. For example, in November 2023, Ithaca distributed approximately 8. 6 million shares of Class A common stock to four of its limited partners, all of which were available for immediate resale in the public market. Following this distribution, approximately 51. 4 million shares of Class A common stock will continue to be held in Ithaca for approximately one year, unless otherwise sold by Ithaca or distributed to Ithaca' s limited partners prior to such time. Permira will- 54- continue to retain voting and investment power over the shares held by Ithaca. The shares distributed by Ithaca to its limited partners are available for immediate resale in the public market at the discretion of the applicable limited partner. We also** filed a registration statement to register shares reserved for future issuance under our equity compensation plans. As a result, subject to the satisfaction of applicable exercise periods, the shares issued upon exercise of outstanding stock options or upon settlement of outstanding RSU awards are available for immediate resale in the ~~United States in the~~ open market. ~~- 57-~~ Sales of our shares as restrictions end or pursuant to registration rights may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause the market price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock. The Sponsors have a controlling influence over matters requiring stockholder approval, which could delay or prevent a change of control. **Our** ~~Permira and CPP Investments (each a" Sponsor" and together, our"~~ Sponsors ~~")~~ and their affiliates control approximately ~~85~~ **79** % of the combined voting power of our capital stock as a result of their beneficial ownership of our Class A common stock and Class B common stock as of December 31, ~~2022~~ **2023** . The Sponsors have entered into a stockholders agreement whereby they each agreed, among other things, to vote the shares each beneficially owns and is entitled to vote thereon in favor of the director nominees designated by Permira and CPP Investments, respectively. Under the stockholders agreement and our Amended and Restated Certificate of Incorporation and amended and restated bylaws, and applicable law, for so long as a Sponsor owns or holds of record, directly or indirectly, in the aggregate at least 15 % of the Company' s outstanding shares of our Class A and Class B- 1 common stock, the following actions will require the affirmative vote of each such Sponsor: • any changes to the size of our board of directors; • any termination, appointment or replacement of our Chief Executive Officer; • any transactions that would result in a change of control; • any acquisitions, dispositions or the incurrence of indebtedness over $ 300 million; and • any changes in the Corporate Opportunity provisions in our Amended and Restated Certificate of Incorporation. Additionally, for so long as Permira and CPP Investments each beneficially own, in the aggregate, 20 % or more of the shares of our Class A common stock and Class B- 1 common stock held by them upon completion of the IPO, each will have the right to designate two members of our board of directors. For so long as Permira and CPP Investments each beneficially own, in the aggregate, less than 20 % but at least 10 % of the shares of our Class A common stock and Class B- 1 common stock held by them upon completion of the IPO, each will have the right to designate one member of our board of directors. Further, for so long as the Sponsors have a right to appoint, in the aggregate, four members of our board of directors, the Sponsors will have a right to jointly appoint one additional member of our board of directors. For so long as a Sponsor has the right to designate at least one member of our board of directors, such Sponsor is entitled to appoint at least one nominee to serve on each committee of our board of directors, other than the audit committee, and the chair of each of the committees, other than the audit committee, is a director serving on such committee who is designated by the Sponsors. However, as soon as we are no longer a " controlled company " under the rules of the NYSE, our committee membership will comply with all applicable requirements of those standards and a majority of our board of directors will be " independent directors, " as defined under the rules of the NYSE, subject to any phase- in provisions. Certain of our directors have relationships with the Sponsors, which may cause conflicts of interest with respect to our business. Three of our ten directors are affiliated with Permira, and two of our directors are employees of CPP Investments. These directors have fiduciary duties to us and, in addition, have duties to the respective Sponsor and their affiliates, respectively. As a result, these directors may face real or apparent conflicts of interest with respect to matters affecting both us and the Sponsors, whose interests may be adverse to ours in some circumstances. **- 55-** The Sponsors and their affiliates may pursue corporate opportunities independent of us that could present conflicts with our and our stockholders' interests. The Sponsors and their affiliates are in the business of making or advising on investments in companies and hold (and may from time to time in the future acquire) interests in or provide advice to businesses that directly or indirectly compete with certain portions of our business or are suppliers or customers of ours. The Sponsors and their affiliates may also pursue acquisitions that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us ~~. - 58- We cannot predict the effect our multi- class structure may have on the market price of our Class A common stock. We cannot predict whether our multi- class structure will result in a lower or more volatile market price of our Class A common stock, in adverse publicity, or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multi- class share structures in certain of their indices. FTSE Russell requires new constituents of its indices to have greater than 5 % of the company' s voting rights in the hands of public stockholders, and S & P Dow Jones announced that it will no longer admit companies with multi- class share structures to certain of its indices. Affected indices include the Russell 2000 and the S & P 500, S & P MidCap 400, and S & P SmallCap 600, which together make up the S & P Composite 1500. Also in 2017, MSCI, a leading stock index provider, opened public consultations on their treatment of no- vote and multi- class structures and temporarily barred new multi- class listings from certain of its indices and in October 2018, MSCI announced its decision to include equity securities " with unequal voting structures " in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria. Under such announced policies, the multi- class structure of our common stock makes us ineligible for inclusion in certain indices and, as a result, mutual funds, exchange- traded funds, and other investment~~

~~vehicles that attempt to track those indices would not invest in our Class A common stock. These policies are relatively new and it is unclear what effect, if any, they will have on the valuations of publicly- traded companies excluded from such indices, but it is possible that they may depress valuations, as compared to similar companies that are included. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds and could make our Class A common stock less attractive to other investors. As a result, the market price of our Class A common stock could be adversely affected~~ . Delaware law and provisions in our Amended and Restated Certificate of Incorporation and amended and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the market price of our Class A common stock. Our status as a Delaware corporation and the anti- takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our Amended and Restated Certificate of Incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following: • any transaction that would result in a change in control of our company requires the approval of a majority of our outstanding Class A common stock and Class B- 1 common stock voting as a separate class; • our board of directors is classified into three classes of directors with staggered three- year terms and after the Sponsors cease to beneficially own, in the aggregate, at least 50 % of the outstanding shares of our Class A common stock and Class B- 1 common Stock, directors will only be able to be removed from office for cause; • after the Sponsors cease to beneficially own, in the aggregate, at least 50 % of the outstanding shares of our Class A common stock and Class B- 1 common stock, our stockholders will only be able to take action at a meeting of stockholders and not by written consent; • vacancies on our board of directors will be able to be filled only by our board of directors and not by stockholders; • after the Sponsors cease to beneficially own, in the aggregate, at least 50 % of the outstanding shares of our Class A common stock and Class B- 1 common stock, only our chair of the board of directors or a majority of board of directors will be authorized to call a special meeting of stockholders; • certain litigation against us can only be brought in Delaware; • our Amended and Restated Certificate of Incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued without the approval of the holders of Class A common stock; and • advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders. These anti- takeover defenses could discourage, delay, or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders ~~- 59-~~ to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock, and could also affect the price that some investors are willing to pay for our Class A common stock. Our amended and restated 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, each of which could limit our stockholders’ ability to choose the judicial forum for disputes with us or our directors, officers or employees. Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (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 **- 56-** arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated 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, the federal district court for the District of Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants. The provisions would not apply to suits brought to enforce a duty or liability created by the Exchange Act, or any other claim for which the U. S. federal courts have exclusive jurisdiction. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated bylaws also provide that the federal district courts of the United States of America is the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. However, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court are “ facially valid ” under Delaware law, there is uncertainty as to whether other courts will enforce our federal forum provision. If the federal forum provision is found to be unenforceable, we may incur additional costs associated with resolving such matters. Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to this provision. This exclusive- forum provision may limit a stockholder’ s ability to bring a claim in a judicial forum of such stockholder' s choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. If a court were to find the exclusive- forum provision in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could harm our results of operations. Our Class A common stock market price and trading volume could decline if securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business. The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. The analysts’ estimates are based upon their own opinions and are often different from our estimates or expectations. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, the market price of our Class A common stock would likely decline. If few securities analysts commence coverage of us, or if one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our securities could decrease, which might cause the market price and trading volume of our Class A common stock to decline. We are a controlled company within the meaning of the rules of the NYSE and, as a result, will qualify for and intend to rely on exemptions from certain corporate governance requirements. Our Sponsors beneficially own a majority of the combined voting power of all classes of our outstanding voting stock. As a result, we are a controlled company within the meaning of the rules of the NYSE. Under the NYSE rules, a company of which more than 50 % of the voting power is held by another person or group of persons ~~- 60 -~~ acting together is a controlled company and may elect not to comply with certain NYSE corporate governance requirements, including the requirements that: • a majority of the board of directors consist of independent directors; • the nominating and governance committee be composed entirely of independent directors; and • the compensation committee be composed entirely of independent directors. These requirements will not apply to us as long as we remain a controlled company. We have taken advantage of some of these exemptions. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE. Our Sponsors and their affiliates control us and their interests may conflict with ours or yours in the future. Our Sponsors and their affiliates control approximately ~~85~~ **79** % of the combined voting power of our capital stock as a result of their beneficial ownership of our Class A common stock and Class B common stock as of December 31, ~~2022~~ **2023** . Even when the Sponsors and their affiliates cease to beneficially own shares of our common **- 57-** stock representing a majority of the combined voting power, for so long as the Sponsors continue to beneficially own a significant percentage of our common stock, the Sponsors will still be able to significantly influence the composition of our board of directors and the approval of actions requiring stockholder approval through their combined voting power. Accordingly, for such period of time, the Sponsors and their affiliates will have significant influence with respect to our management, business plans and policies. In particular, the Sponsors and their affiliates are able to cause or prevent a change of control of our company or a change in the composition of our board of directors and could preclude any unsolicited acquisition of our company. The concentration of voting power could deprive you of an opportunity to receive a premium for your shares of Class A common stock as part of a sale of our company and ultimately might affect the market price of our Class A common stock. The Sponsors and their affiliates engage in a broad spectrum of activities. In the ordinary course of their business activities, the Sponsors and their affiliates may engage in activities where their interests conflict with our interests or those of our stockholders. Our amended and restated certificate of incorporation will provide that none of the Sponsors, any of their affiliates or any director who is not employed by us (including any non- employee director who serves as one of our officers in both his director and officer capacities) or his or her affiliates will have any duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we operate. The Sponsors and their affiliates also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. In addition, the Sponsors and their affiliates may have an interest in us pursuing acquisitions, divestitures and other transactions that, in their judgment, could enhance their investment, even though such transactions might involve risks to you. We do not intend to pay dividends for the foreseeable future. We currently intend to retain any future earnings to finance the operation and expansion of our business. We do not expect the Company or our subsidiaries to declare or pay any dividends in the foreseeable future. As a result, stockholders must rely on sales of their Class A common stock after price appreciation as the only way to realize any future gains on their investment. General Risk Factors The requirements of being a public company may strain our resources, divert management' s attention and affect our ability to attract and retain qualified board members. As a public company, we are subject to the reporting and corporate governance requirements of the Exchange Act, the listing requirements of the NYSE and other applicable securities rules and regulations, including the Sarbanes- Oxley Act and the Dodd- Frank Wall Street Reform and Consumer Protection Act. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, make some activities more difficult, time- consuming or costly and increase demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal control over financial reporting. In order to enhance our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management' s attention may be diverted from other business concerns, which could harm our business, ~~- 61 -~~ financial condition, results of operations and prospects. Although we have already hired additional personnel to help comply with these requirements, we may need to further expand our legal and finance departments in the future, which will increase our costs and expenses. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time- consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expense and a diversion of management' s time and attention from revenue- generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business and prospects may be harmed. As a result of disclosure of information in the filings required of a public company and in this Report, our business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, financial **- 58-** condition, results of operations and prospects could be materially harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and materially harm our business, financial condition, results of operations and prospects. In addition, these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our audit committee and compensation committee. In addition, as a result of our disclosure obligations as a public company, we will have reduced strategic flexibility and will be under pressure to focus on short- term results, which may materially and adversely affect our ability to achieve long- term profitability. Business interruptions could adversely affect our business. Our operations are vulnerable to interruption by fire, earthquake, power loss, telecommunications or network failure, and other significant natural disasters or events beyond our control. In addition, acts of terrorism, war and other geopolitical unrest (including the military ~~conflict~~ **conflicts** between Russia and Ukraine **and Israel and Hamas,** and any related political or economic responses and counter- responses or otherwise by global actors) could cause disruptions in our business or the business of our partners, customers or the economy as a whole. We have prepared a detailed disaster recovery plan which includes the use of internal and external resources and will continue to expand the scope over time. Disasters or disruptions can negatively affect our operations given necessary interaction among our international facilities. Our headquarters and a number of our employees are located in the San Francisco Bay Area, a region known for seismic activity. In the event such an earthquake or any other natural disaster or man- made failure occurs, it could disrupt the operations of our affected facilities and recovery of our resources. In addition, we do not carry sufficient business interruption insurance to compensate us for losses that may occur, and any losses or damages incurred by us could have a material adverse effect on our business. Our corporate business processes rely on SaaS providers such as Microsoft O365, Salesforce, Oracle and Marketo to provide highly available business services. In addition, our cloud ~~products~~ **subscription offerings** depend on third- party service providers, including AWS, Microsoft Azure and Google Cloud, and certain single- source suppliers, including MITI, for our database connectors. Disruptions to any of our service providers or suppliers could also have a negative effect on our operations and harm our business. We may be the subject of litigation which, if adversely determined, could harm our business and operating results. Our business is subject to regulation by various federal, state, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, laws relating to ~~data~~ privacy, ~~data~~ security and data protection, consumer protection laws, anti-bribery laws, import / export controls, federal securities laws and tax laws and regulations. Noncompliance with applicable regulations or requirements could subject us to investigations, sanctions, enforcement actions, disgorgement of profits, fines, ~~- 62 -~~ damages and civil and criminal penalties or injunctions. We have been, currently are, and may in the future be, subject to legal claims arising in the normal course of business. Such legal claims have included governmental, intellectual property-related, commercial, and employment claims, and may in the future include those categories of claims, as well as, product liability, class action, whistleblower and other litigation and claims. An unfavorable outcome on any litigation matter could require that we pay substantial damages. In addition, we may decide to settle any litigation, which could cause us to incur significant costs. The outcome of litigation and other claims or lawsuits is intrinsically uncertain. Management' s view of the litigation might also change in the future. Actual outcomes of litigation and other claims or lawsuits could differ from the assessments made by management in prior periods, which are the basis for our accounting for these litigations and claims under GAAP. A settlement or an unfavorable outcome on any litigation matter could have a material adverse effect on our business, operating results, reputation, financial position or cash flows. In addition, responding to any action will likely result in a significant diversion of management' s attention and resources and an increase in professional fees. Enforcement actions and sanctions could harm our business, financial condition and results of operations. **- 59-**