Risk Factors Comparison 2024-03-12 to 2023-03-09 Form: 10-K

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Investing in our common stock involves substantial risks. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10- K, including the financial statements and the related notes, before deciding to invest in our common stock. Any of the risk factors we describe below could have a material adverse effect on our business, financial condition, results of operations, cash flow, and prospects. The market price of our common stock could decline if one or more of these risks or uncertainties develop into actual events, causing you to lose all or part of your investment. Other risks, events, and uncertainties that we do not currently anticipate or that we currently deem immaterial may also affect our business. Certain statements contained in the risk factors described below are forward- looking statements. See the section titled " Special Note ~~Regarding~~ **about** Forward- Looking Statements " for more information. Summary of Risk Factors The following risk factor summary provides an overview of the inherent uncertainty investing in us presents. This summary does not contain all of the information that may be important to you, and you should read this risk factor summary together with the more detailed discussion of risks and uncertainties set forth following this section as well as elsewhere in this Annual Report on Form 10- K. The risks and uncertainties to which our business is subject include, but are not limited to, the following: Risks Related to Our Strategy and Industry • The mortgage lending market and the broader financial services industry in which our customers operate are subject to various economic factors (such as rising interest or inflation rates), the deterioration of which would directly affect our performance. • Failure to retain or attract customers, innovate our platform and its capabilities, address technological requirements, or increase brand recognition may limit both growth and profitability. • Opportunities to grow our business may be limited by inability to identify suitable partnerships, acquisitions, or new business opportunities, or to effectively integrate businesses we acquire. • Changing dynamics, such as pricing pressure, new entrants, and customer preferences, within our highly- fragmented and competitive landscape may adversely affect our operations. Risks Related to Our Business and Operations • Any disruption in the performance or delivery of our software solutions, whether due to security compromises, third- party providers, or other unforeseeable circumstances, could affect brand perception, decrease demand, and subject us to substantial liability. • Integration or implementation challenges could affect the functionality of our software solutions and delay revenue recognition. • Challenges in measuring and tracking key operating metrics could affect our ability to consistently report results over time or develop long- term strategies. • The seasonal and cyclical nature of our business, including our usage and volume- based pricing and sales process, could result in volatility in our operating results. • Failure to retain or expand personnel, including management, sales, marketing, development, and support functions, to sustain our growth and infrastructure or failure to execute any restructuring plan, including realizing the anticipated benefits of such plan, may result in operational disruptions, reduced sales opportunities, and increased expenses. • Our success is dependent on our ability to retain and attract product partners to drive further volume through our platform. Risks Related to Legal and Regulatory Matters • Failures in data protection, privacy, and information security and intellectual property rights could critically impair our offerings and ability to conduct business. • Failure to comply with laws and regulations as a technology provider to our customers who operate in a highly regulated industry, as well as failure to create solutions that assist our customers to comply with their regulatory requirements, could disrupt our operations and result in significant expense to alter and update our solutions. • Changes in laws and regulations could affect our ability to compete, require us to change our pricing model, or result in additional charges booked to our balance sheet. Risks Related to Finance and Accounting • Fluctuations in performance and our inability to accurately forecast results may affect our market perception. • Accounting treatments, such as revenue recognition or goodwill impairment, may cause fluctuations in earnings that do not fully reflect the underlying performance of our business. • **Our ability to recognize the benefits of deferred tax assets is dependent on future cash flows and taxable income, and therefore our use of those deferred tax assets may be limited. •** High levels of indebtedness, as well as the terms of our existing debt, or our inability to effectively access capital markets may restrict our ability to compete, react to changes in our business, and fund future needs **. • We have identified a material weakness in our internal control over financial reporting. If we are unable to remediate this material weakness, or if we identify additional material weaknesses in the future or are unable to maintain effective internal controls over financial reporting and disclosure controls and procedures, we may be unable to timely and accurately report our financial results** . • Changes in applicable tax laws, rules, or regulations could adversely affect our financial position. Risks Related to Potential Conflicts of Interests and Related Parties • Thoma Bravo holds a ~~controlling~~ **significant** stake in our company, and their interests may conflict with ours and those of our other stockholders. Risks Related to Our Common Stock and Governance Structure • Market conditions, issuances of additional or preferred stock, and payments of dividends may result in dilution or otherwise affect our stockholders' return on investment. • The consummation, suspension, or termination of our capital allocation strategies, including any stock repurchases, may affect our stock price, stock volatility, or liquidity. • Delaware law and certain provisions in our charter and bylaws could restrict certain strategic activity or limit stockholder actions that may be beneficial or favorable to our stockholders. ~~Mortgage lending~~ **Lending** volume is **subject** ~~expected to be lower in 2023 than it was at the same point in 2020, 2021, or 2022 due~~ to various economic factors, including increased ~~mortgage~~ interest rates **, and lending volumes may remain low in 2024** , which could adversely affect our business. Factors that adversely impact ~~mortgage~~ lending volumes include reduced consumer and investor demand for ~~mortgages~~ **loans** , more stringent underwriting guidelines, ~~decreased liquidity in the secondary mortgage market~~ **supply chain shortages for goods subject to financing** , high levels of unemployment, high levels of consumer debt, lower consumer confidence, changes in tax and other regulatory policies, and other macroeconomic factors. In addition, ~~mortgage~~ interest rates ~~rose from historic lows in 2022~~ **are influenced by a number of factors, particularly monetary policy** , and many economists predict that mortgage interest rates will not fall **until the Federal Reserve** meaningfully **lowers the Federal funds** ~~in 2023. Mortgage interest rates~~ - **rate** ~~are influenced by a number of factors~~ , ~~particularly monetary policy~~ **which is within the range of 5. 25 % to 5. 50 % as of January 31, 2024** . The Federal Reserve ~~Bank~~ has been raising **and maintaining** the Federal funds rate to combat higher than expected inflation in the United States ~~and began reducing its holdings of Fannie Mae and Freddie Mac mortgage- backed securities in the second quarter of 2022~~ , ~~each of~~ which could cause **interest rates to rise further. Increases in** mortgage interest rates ~~to rise~~ **have reduced the volume of new mortgages originated, and** further ~~. Further~~ increases in ~~mortgage~~ interest rates could reduce the volume of ~~new mortgages~~ - **mortgage and non- mortgage loans** originated ~~, in particular the volume of mortgages refinanced~~ . The lower levels of ~~residential mortgage~~ loan market volume in ~~2022~~ **2023** as compared to 2020 ~~and~~ **,** 2021 **, and 2022** levels required us to increase either our share of loan volume, our revenues per **module** ~~loan effected~~ through ~~use~~ **increased cross- sell** of our solutions, or both, in order to maintain our financial performance. Any additional decrease in ~~residential mortgage~~ loan market volumes would exacerbate our need to increase either our share of loan volume, our revenues per **module** ~~loan effected~~ through ~~use~~ **increased cross- sell** of our solutions, or both. We cannot assure you that we will be successful in our efforts to increase either our share of loan volume, our revenues per **module** ~~loan effected~~ through ~~use~~ **increased cross- sell** of our solutions, or both, which could materially adversely affect our business ~~. In addition, increases in interest rates and supply chain shortages for goods subject to financing generally may also negatively impact consumer demand for loans other than mortgages. If demand for non- mortgage loans also decreases as a result of increased interest rates, our business and operating results could be materially adversely affected~~ . If we fail to increase the number of our customers or retain existing customers, our business may be harmed. Our growth depends in large part on increasing the number of customers using our software solutions. To attract customers to our solutions, we must convince them that the utility of, and access to, our software solutions can assist them in their digital transformations, help create new revenue streams, and increase engagement with their customers. In particular, we must enhance the features and functionality of our software solutions and convince financial institutions of the benefits of our software solutions and encourage them to switch from competing loan origination, digital lending, and data analytics solutions or to forgo using more traditional processes and procedures, including (with respect to the loan origination business) paper, facsimile, courier, mail, and email processing. Due to the fragmented nature of the consumer lending (including mortgage) and CRA industries, many industry participants may not be familiar with our software solutions and the benefits of our solutions. Any consolidation in our industry could also decrease our market advantage and may impact our competitive position. Some of our current and potential customers have developed, and may continue to develop, their own proprietary technologies and may one day **replace our solutions with their own technology or even** become our competitors ~~. In particular, some of our customers and potential customers have increasing market share in their respective markets that could be leveraged to introduce, directly or indirectly, alternative solutions to the use of our services in the short term with the potential to replace our solutions within their organizations in the long term~~ . As our customers increase their spend with us, there may be internal pressure to evaluate and potentially create their own internal solutions as a cost- savings measure. We cannot assure you that we will be successful in attracting new customers or retaining existing customers, and increased competition from both competitors and any internal development efforts by our current customers could harm our business. Additionally, with increased competition, existing customers may decide not to continue to use our software solutions in favor of other alternatives for financial or other reasons. Customer attrition could impact the performance of our business in the future. We have agreements in place with various product partners with respect to the integration between their businesses and our solutions, such as e- signing vendors, insurance providers, dealership integrators, credit card processors, home banking systems, and settlement service tools. Most of these contracts are not long term or are subject to termination rights. An unexpected termination, or a failure to renew, of a significant number of our agreements or relationships with these platform partners could have an adverse effect on our business as our customers may find our solutions less valuable without these integrations. If we lose existing platform partners due to terminations or failures to renew our agreements, we would also lose revenues associated with such platform partners, which could have a material adverse impact on our results of operations and financial condition. In addition, our recent development efforts have been focused on our cloud- based offerings, and, as a result, we have not invested in upgrading certain legacy products or developing added functionality for them, and may not invest in certain products in the future, including legacy products acquired through past strategic transactions, such as the acquisition of CRIF in 2018. As a result, customers using these legacy products may determine that these legacy offerings no longer satisfy their needs. If we are unsuccessful in transitioning these customers to our newer, cloud- based offerings, these customers may cease doing business with us. Therefore, we must continue to demonstrate to our customers that using our solutions is the most effective and cost- efficient way to maximize their results, and if we are not successful, our business and results of operations could be materially and adversely impacted. We may not accurately predict the long- term rate of customer subscription renewals or adoption of our software solutions, or any resulting impact on our revenues or operating results. Our customers have no obligation to renew their subscriptions for our software solutions after the expiration of the initial or current subscription term, and our customers, if they choose to renew at all, may renew for shorter subscription terms, or on less favorable usage- based or volume- based pricing terms. Since we have only been tracking our retention rates since November of 2020, we have limited historical data with respect to rates of customer subscription renewals and cannot be certain of anticipated renewal rates. Our renewal rates may decline or fluctuate as a result of a number of factors, including our customers’ satisfaction with our pricing or our software solutions or their ability to continue their operations or spending levels. Strategic acquisitions can further complicate our ability to predict customer subscription renewals. If our customers do not renew their subscriptions for our software solutions on similar pricing terms, our revenues may decline and our business could suffer. Additionally, as the markets for our solutions develop, or as new or existing competitors introduce new solutions or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers, or we may be unable to attract new customers based on the same subscription models that we have used historically or at fee levels that are consistent with our pricing models and operating budget. Moreover, large or influential customers may demand more favorable pricing or other contract terms from us. In addition, our pricing strategy for new solutions may prove to be unappealing to our potential customers, and our competitors could choose to bundle certain solutions and services competitive with ours. If any of these were to occur, we may in the future be required to change our pricing model, reduce our prices, or accept other unfavorable contract terms, any of which could adversely affect our revenues, gross margin, profitability, financial position, cash flow, or growth prospects. If we cannot continue to innovate our platform and its capabilities or address evolving technological requirements, our software solutions could become obsolete or less competitive and our revenue growth rate may be reduced. The market for our software solutions is characterized by rapid technological advancements, changes in customer requirements and technologies, frequent new solution introductions and enhancements, and changing regulatory requirements. The life cycles of our software solutions are difficult to estimate. Rapid technological changes and the introduction of new products and enhancements by new or existing competitors or large financial institutions could undermine our current market position. Other means of digital or virtual consumer lending and banking may be developed or adopted in the future, and our software solutions may not be compatible with these new technologies. In addition, the technological needs of, and services provided by, the banks, credit unions, mortgage lenders, specialty lending providers, and CRAs that we endeavor to serve may change if they or their competitors offer new services to account holders. Maintaining adequate research and development resources to meet the demands of the market is essential. The process of developing new technologies and software solutions is complex and expensive. The introduction of new products by our competitors, the market acceptance of competitive products based on new or alternative technologies, or the emergence of new technologies or products in the broader financial services industry could render our solutions obsolete or less effective. The success of any enhanced or new software solution depends on several factors, including timely completion, adequate testing, and market release and acceptance of the solution. Any new software solutions that we develop or acquire may not be introduced in a timely or cost- effective manner, may contain defects, or may not achieve the broad market acceptance necessary to generate significant revenues. In addition, we must continuously develop, market, and sell new features and functionalities to our existing software solutions that respond to the changing needs of our customers and offer better functionality than competing offerings from other providers. If we are unable to anticipate customer requirements or work with our customers successfully on implementing new software solutions or features in a timely manner or enhance our existing software solutions to meet our customers' requirements, our business, growth prospects, and operating results may be adversely affected. ~~If we fail to develop, maintain, and enhance our brands, our ability to expand our business, operating results, and financial condition could be adversely affected. We believe that maintaining and enhancing the brands associated with our solutions is important to support the marketing and sale of our existing and future solutions to new customers and to increase adoption of our solutions by existing customers. Successfully maintaining and enhancing our brands will depend largely on the effectiveness of our marketing and demand generation efforts, our ability to provide reliable solutions that continue to meet the needs of our customers at competitive prices, our ability to maintain our customers' trust, our ability to continue to develop new functionality and solutions, and our ability to successfully differentiate our solutions from competitive products and services. Our promotion activities may not generate brand awareness or yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brands, our business, operating results, and financial condition could be adversely affected.~~ We have entered, and may in the future enter into, partnership agreements with third parties for reseller **and referral** services, which may adversely affect our ability to generate revenues. We have entered into and may seek to enter into additional collaborations or partnerships with third parties for reseller services **. While we are not substantially dependent upon referrals from any partner, our ability to achieve significant revenue growth in the future will depend upon continued referrals from our partners and growth of the network of our referral partners** . Should we seek to collaborate with a third party with respect to a prospective reseller program, we may not be able to locate a suitable partner or to enter into an agreement on commercially reasonable terms or at all. Even if we succeed in securing partners for reseller services, such as the arrangement we have entered into with Jack Henry & Associates, Inc., we have limited control over the time and resources that our partners may dedicate to such services. These partnerships pose a number of risks, including the following: • partners **are under no contractual obligation to continue to refer business to us and further** may terminate our reseller **or referral** arrangement, **or may decide not to expand their relationship with us; • partners** may not have sufficient resources, or may decide not to devote the necessary resources ~~due~~ to **promoting or selling** ~~internal constraints such as budget limitations, lack of human resources, or~~ **our solutions** ~~a change in strategic focus~~ ; ~~or~~ • partners **do not have exclusive relationships with us and** may decide to pursue a competitive product developed outside of the collaboration arrangement **; and • our competitors may be effective in providing incentives to our partners to favor their software products or prevent or reduce subscriptions to our software solutions** . As a result of the foregoing risks and others, partnership agreements may not lead to successful reseller programs. We also face competition in seeking out partners **, and establishing and retaining qualified partners and training them with respect to our software solutions requires significant time and resources** . If we are unable to secure new partnerships that achieve the partner' s objectives and meet our expectations, we may be unable to generate meaningful revenues **, and we may lose sales opportunities if we are unable to devote significant time and resources to establish and train partners or if we are unable to maintain successful relationships with them** . We may acquire or invest in companies, or pursue business partnerships, which could prove difficult to integrate, divert our management' s attention, or dilute stockholder value, and we may be unable to realize the expected benefits of such acquisitions, investments, or partnerships. **We have completed** ~~From time to time~~ , ~~we~~ **and may in the future,** consider potential strategic transactions, including acquisitions of, or investments in, businesses, technologies, services, products, and other assets ~~. For example, in November 2022, we acquired OpenClose, a mortgage lending~~

~~technology provider, with a particular focus on supporting depository institutions, and in April 2022, we acquired StreetShares, a financial technology company that provides digital small business lending technology to banks and credit unions~~. We may also enter into relationships with other businesses to expand our platform capabilities, which could involve preferred or exclusive licenses, additional channels of distribution, discount pricing, or investments in other companies. Negotiating these transactions can be time- consuming, difficult, and expensive, and our ability to close these transactions may be subject to approvals that are beyond our control. If an acquired business fails to meet our expectations, our operating results, business, and financial position may suffer. We may not be able to find and identify desirable acquisition targets, we may incorrectly estimate the value of an acquisition target, and we may not be successful in entering into an agreement with any particular target. We may not integrate an acquired company smoothly, successfully, or within our budgetary expectations and anticipated timetable. If we are successful in acquiring additional businesses, we may not achieve the anticipated benefits from the acquired business due to a number of factors, including: • our inability to integrate or benefit from developed technologies or services; • unanticipated costs or liabilities associated with the acquisition; • incurrence of acquisition- related costs; • difficulty, including unanticipated delays, costs, or inefficiencies associated with, integrating the operational and compliance policies and practices, technology, accounting systems, operations, and control environments of the acquired business and integrating the acquired business or its employees into our culture; • difficulties and additional expenses associated with supporting legacy products and infrastructure of the acquired business; • difficulty retaining or converting the customers of the acquired business to our software solutions and contract terms, including disparities in subscription **terms, or the acquisition of existing customer agreements with less than favorable terms; • difficulty retaining or leveraging partnerships of the acquired business and contract** terms; • additional costs for the support or professional services model of the acquired company; • diversion of management' s attention and other resources; • adverse effects to our existing business relationships with business partners and customers; • the issuance of additional equity securities that could dilute the ownership interests of our stockholders; • incurrence of debt on terms unfavorable to us or that we are unable to repay; • incurrence of substantial liabilities; • difficulties retaining key employees of the acquired business; and • adverse tax consequences, substantial depreciation, or deferred compensation charges. Accordingly, we may fail to realize some or all of the anticipated benefits of the acquisition, such as increase in our scale, diversification, cash flows, and operational efficiency. In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations. The markets in which we participate are intensely competitive and highly fragmented, and pricing pressure, new technologies, or other competitive dynamics could adversely affect our growth, business, results of operations, and future prospects ~~. We have experienced growth in recent periods. In future periods, we may not be able to sustain net revenue growth consistent with recent history, or at all. We believe our net revenue growth depends on several factors, including, but not limited to, our ability to add new customers and to expand our existing customers' usage of our solutions~~. The markets in which we compete, however, are highly competitive, fragmented, evolving, complex, and defined by rapidly changing technology and customer demands. We currently compete with providers of technology and products in the financial services industry, primarily point solution vendors that focus on building functionality that competes with specific components of our solutions. From time to time, we also compete with systems internally developed by financial institutions. Many existing and potential competitors enjoy substantial competitive advantages, such as: • larger sales, development, support, and marketing budgets and resources; • the ability to bundle competitive offerings; • greater brand recognition and longer operating histories; • more extensive customer bases and broader customer relationships; • lower labor and development costs; • greater resources to make acquisitions; • larger and more mature intellectual property portfolios; and • substantially greater financial, technical, management, and other resources. Further, one of our competitors may establish or strengthen a cooperative relationship with, or acquire one or more software application, data analytics, compliance, or network vendors. We may also face competition from new companies entering our markets, which may include large established businesses that decide to develop, market, or resell cloud- based banking technology, acquire one of our competitors, or form a strategic alliance with one of our competitors. **New** ~~In addition, new~~ companies entering our markets may choose to offer cloud- based consumer lending and related products at little or no additional cost to the customer by bundling them with their existing products, including adjacent financial services technologies **. In addition, our current and potential customers have developed, and may continue to develop, their own in- house solutions that could replace our solutions within their organizations**. We expect competition to intensify in the future, and these competitive pressures in our markets or our failure to compete effectively may result in fewer customers, increased pricing pressure, reduced revenues and gross profit, increased sales and marketing expenses, and loss of market share. Any failure to meet and address these factors could materially and adversely affect our business, operating results, and financial condition. If the market for cloud- based solutions develops more slowly than we expect or changes in a way that we fail to anticipate, our sales would suffer and our results of operations would be adversely affected. We do not know whether our prospective customers will continue to adopt cloud- based financial products such as our software solutions or whether the market will change in ways we do not anticipate. Many potential customers have invested substantial personnel and financial resources in legacy software, and these institutions may be reluctant, unwilling, or unable to convert from their existing systems to our solutions. Furthermore, these potential customers may be reluctant, unwilling, or unable to use cloud- based financial solutions due to various concerns such as the security of their data and reliability of the delivery model. These concerns or other considerations may cause prospects to choose not to adopt cloud- based financial products such as ours or to adopt them more slowly than we anticipate, either of which would adversely affect us. Our future success also depends on our ability to sell additional solutions and functionality to our current and prospective customers. As we create new solutions and enhance our existing solutions to meet anticipated market demand, these solutions and enhancements may not be attractive to customers. In addition, promoting and selling new and enhanced functionality may require increasingly costly sales and marketing efforts, and if customers choose not to adopt this functionality **,** our business and results of operations could suffer. If potential customers are unwilling or unable to transition from their legacy systems, or if the demand for our solutions does not meet our expectations, our results of operations and financial condition will be adversely affected. We derive all of our revenues from customers in the financial services industry, and any downturn or consolidation or decrease in technology spend in the financial services industry could adversely affect our business. All of our revenues are derived from customers in the financial services industry, an industry which has experienced significant pressure in recent years due to economic uncertainty, low interest rates, liquidity concerns, and increased regulation. In the past, financial institutions have experienced consolidation, distress, and failure. It is possible these conditions may reoccur **. Recently, concerns have arisen with respect to the financial condition of a number of banking organizations in the United States, in particular those with exposure to certain types of depositors and portfolios of investment securities in the face of rapid interest rate increases. In March 2023, after being closed by their respective state authorities, the Federal Deposit Insurance Corporation took control of Silicon Valley Bank and Signature Bank due to liquidity concerns, and a number of other financial institutions experienced turbulence and a precipitous decline in market value. It is possible these conditions may persist, deteriorate or reoccur, and may negatively impact our results of operations and financial condition** . If any of our customers merge with or are acquired by other entities, such as financial institutions that have internally developed technology products or that are not our customers or use our software solutions less, we may lose business. Additionally, changes in management of our customers could result in delays or cancellations of the implementation of our software solutions. Consolidation **within the financial services industry** could also ~~produce a smaller number of~~ **lead to fewer, but** ~~large~~ **larger** customers **, who may have increased bargaining power** , which could ~~increase their bargaining power and~~ lead to lower prices or more favorable terms for our customers. Our business may also be materially and adversely affected by weak economic conditions in the financial services industry **generally** . Any downturn in the financial services industry may cause our customers to reduce **or delay** their spending on technology or cloud- based financial products or to seek to terminate or renegotiate their contracts with us. Additionally, a prolonged economic slowdown may result in reduced consumer demands for loans and reduced application volume for credit, employment, tenant, or other forms of screening, which would negatively impact our revenues from existing customers due to the volume- based aspect of our customer agreements. Due to recent levels of inflation, the U. S. Federal Reserve has begun to increase interest rates, which could also reduce consumer demand for loans and materially and adversely impact our business. Moreover, even if the overall economy is robust, economic fluctuations caused by factors such as the U. S. Federal Reserve changing interest rates or otherwise managing market liquidity may cause potential new customers and existing customers to become less profitable and therefore forego or delay purchasing our software solutions or reduce the amount of spend with us, which would also materially and adversely affect our business. Uncertain or weakened economic conditions, including as a result of increasing interest rates, **and** rising inflation ~~, and the COVID- 19 pandemic~~ , may continue to heighten many of our known risks and has affected, continues to affect, and may adversely affect our industry, business, and results of operations. Our overall performance depends on economic conditions, which are beyond our control and may be difficult or impossible to forecast. The United States and other key international economies have experienced significant economic and market downturns and periods of uncertainty, including recently in connection with increasing interest rates, **and** rising inflation ~~, and the COVID- 19 pandemic~~ , and are likely to experience additional cyclical downturns from time to time, in which economic activity is impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, inflation, fluctuations in interest rates, reduced corporate profitability, volatility in credit and equity markets, bankruptcies, and overall uncertainty. Macroeconomic developments can arise suddenly, as did the conditions associated with the ~~COVID- 19 pandemic and~~ fluctuating rates of inflation, and the full impact can be difficult to predict. Adverse macroeconomic conditions, including inflation, slower growth or recession, changes to fiscal and monetary policy, tighter credit, higher or fluctuating interest rates, high unemployment, and currency fluctuations have in the past and may in the future adversely impact the rate of technology spending generally and could adversely affect our customers' ability or willingness to purchase our software solutions, delay prospective customers' purchasing decisions, reduce the value or duration of their subscriptions or affect renewal rates, or impact the demand for our customers' services, any of which could adversely affect our results of operations. As a result, our operating results are sensitive to changes in macroeconomic conditions that impact our customers' technology spending ~~COVID- 19 has impacted,~~ and **overall usage** ~~may continue to impact~~ , **volume, and type of transactions handled** ~~our~~ - **or processed using** ~~business operations, employees, customers, their clients, the industries in which~~ our **software solutions** ~~customers operate, partners, suppliers, and communities. We have taken certain measures, and will continue to implement applicable steps, to manage the evolving risks and uncertainties~~ . We moved to a fully remote work- from- home work model in 2020 and plan to continue operating as remote- first. **However** ~~In 2022, we allowed travel for our employees based on business need and some on- site meetings, and, in May 2022, we conducted our first in- person user forum since the COVID- 19 pandemic began, and we expect to hold in- person events in 2023, as well. including another user forum. In connection with in- person activity, we implemented safety precautions, including travel and in- person testing requirements. While we have been operating effectively under our remote work model, and do not foresee it changing~~ , we cannot be certain that a prolonged remote work model will continue to be effective or will not introduce new operational difficulties that could result in harm to our business. Our shift to remote work has caused us to assess our IT security measures, identify any vulnerabilities, and enhance protections against unauthorized access to our network and systems. We cannot guarantee these private work environments and electronic connections to our work environment have the same robust security measures deployed in our physical offices. While we have not yet experienced a network breach or intrusion as a result of moving to a remote work model, we are unable to unequivocally affirm that the protective measures we have taken will remain sufficient given the ever- changing threat landscape, and any such related security compromise that may occur could materially and adversely impact our business, results of operations, or reputation. We continue to evaluate, and adjust, our hiring plans and investment spending accordingly. We are monitoring the potential effects of changed rate of spending on software solutions, purchasing decisions, delayed payments, and supply chain shortages on our business. To the extent economic volatility ~~, including as a result of the COVID- 19 pandemic,~~ adversely affects our business, results of operations, financial condition, or liquidity, many of the other risks described in this " Risk Factors " section may also be heightened. A ~~breach~~ **cybersecurity incident** or compromise of our security measures or those **of third parties** we rely on could result in unauthorized access to or other compromise of customers' data or customers' clients' data, which may materially and adversely impact our reputation, business, and results of operations. Certain elements of our business and software solutions, particularly our origination and analytics solutions, involve the processing and storage of personally identifiable information, or PII, such as banking information and PII of our customers' clients. We may also have access to PII during various stages of the implementation process of our solutions or during the course of providing customer support. Furthermore, as we develop additional functionality, we may gain greater access to PII and process additional PII. While we maintain policies, procedures, and technological safeguards designed to protect the confidentiality, integrity, and availability of this information and our information technology systems, we cannot entirely eliminate the risk of improper, unlawful, or unauthorized access to, or disclosure, alteration, corruption, unavailability, or loss of PII or other data that we process or maintain, other security events that impact the integrity or availability of PII or our systems and operations, or the related costs we may incur to mitigate the consequences from certain events such as the following: • third- party social engineering attempts to fraudulently induce our employees, partners, or customers to disclose sensitive information; • malicious intrusions and attacks by individuals or groups of hackers and sophisticated organizations, such as state- sponsored organizations or nation- states, to launch coordinated attacks, such as ransomware and distributed denial- of- service attacks; • cyberattacks **such as ransomware** on our internally built infrastructure on which many of our solutions operate, or on third- party cloud- computing platform providers; • vulnerabilities resulting from the configuration, implementation, enhancement, or update of our software solutions, as well as in the products or components across the broad ecosystem that our solutions operate in conjunction with and are dependent on; • vulnerabilities or breach of those third- party providers (cloud, software, data center, and other critical technology vendors) security measures or a failure in our third- party providers' data security procedures, measures, and policies; • vulnerabilities existing within new technologies and infrastructures, including those from acquired companies; • attacks on, or vulnerabilities in, the many different underlying networks and services that power the Internet that our products depend on, most of which are not under our control or the control of our vendors, partners or customers; and • employee or contractor human errors or intentional insider threats that compromise our security systems. Currently, we mitigate these risks, to the extent possible, by maintaining and enhancing ~~business, privacy, and data governance policies,~~ an information security program, and an incident response and disaster recovery program, as well as participating in third- party audits. Our board of directors formed a cybersecurity committee to delegate oversight of risks in this area, and our board of directors, cybersecurity committee, and executive leadership are briefed ~~at least quarterly~~ on our cybersecurity policies, practices, and efforts, and any cybersecurity events, **on a routine basis and** as appropriate. When engaging third- party providers **who have access to our systems, applications or data** , we assess their policies and procedures relating to cybersecurity and privacy ~~. In addition, we anticipate expending increasing expenses and other resources in an effort to identify, prevent, and respond to actual or potential security breaches~~ . Although we have developed systems and processes designed to protect our customers' clients' sensitive data, we can provide no assurances that such measures will provide absolute security or that a material ~~breach~~ **cybersecurity incident** will not occur. Mitigation efforts may be impacted by factors such as: • changes to, and complexity of, techniques used to ~~breach,~~ obtain unauthorized access to, or sabotage IT systems and infrastructure, which generally are not identified until after an initial launch against a target, resulting in a reduced ability to anticipate or implement adequate preventive measures; • continued refinement, updating, and replacement of our internal systems and technology, particularly when adopting new technologies and new methods of sharing data and communicating internally and with customers and partners; • the acquisition of new companies and their solutions, requiring us to integrate, improve, and secure different or more complex IT environments and technologies; • authorization by our customers to third- party technology providers to access their clients' data, which may lead to our customers' inability to protect their data that is stored on our servers; • our limited control over our customers or third- party technology providers, or the processing of data by third- party technology providers, which may not allow us to maintain the integrity or security of such transmissions or processing; and • increased risk of security compromises associated with our employees working remotely ~~, as they have since the beginning of the COVID- 19 pandemic~~ . A ~~security~~ **cybersecurity** ~~breach~~ **incident** or compromise could result in operational disruptions, loss, compromise, unauthorized use of, or access to, alteration, or corruption of customer data or customers' client data or data we rely on to provide our software solutions, including our analytics initiatives and offerings, that impair our ability to provide our software solutions and meet our customers' requirements. Such impairment would result in decreased revenues and otherwise materially negatively impact our financial results. Also, the occurrence, or perception of an occurrence, of any of these events could results in a loss of confidence in the security of our services, irreparable reputational damage, a decline in current and prospective customer use of our software solutions, business disruptions, increases in cybersecurity insurance premiums, and allocation of significant financial and operational resources in response, including repairing system damage, increasing security protection costs by deploying additional personnel and protection technologies, and defending against and resolving legal and regulatory claims and proceedings. The detection, prevention **,** and remediation of known or potential security vulnerabilities, including those arising from third- party hardware or software, may result in additional financial burdens due to additional direct and indirect costs, such as additional infrastructure capacity spending to mitigate any system degradation and the reallocation of resources from development activities. Furthermore, ~~data security~~ **cybersecurity** ~~breaches~~ **incidents** and compromises could expose us to legal, regulatory, and financial exposure and liability, notification requirements, third- party claims and lawsuits, indemnification, or other claims from customers and other third parties, regulatory investigations or proceedings, fines, or other actions or liabilities, which could materially and adversely affect our business and results of operations. In addition, some of our customers contractually require notification of ~~data security~~ **cybersecurity** ~~breaches~~ **incidents** or compromises and include representations and warranties in their contracts with us that our software solutions comply with certain legal and technical standards related to ~~data security~~ **cybersecurity** and privacy and meets certain service levels. In certain of our contracts, a ~~data security~~ **cybersecurity** ~~breach~~ **incident** or compromise or operational disruption impacting us or one of our vendors, or system unavailability or damage due to other circumstances, may constitute a material breach **of contract** and give rise to a customer' s right to terminate their contract with us or may cause us to be liable for certain monetary penalties, including as a result of a failure to meet service level agreements. As of the date of this Annual Report on Form 10- K, we have not experienced any material impact to the business or operations resulting from ~~information or~~ cybersecurity attacks; however, **we and our third- party vendors have experienced non- material incidents in the past, and** because of the frequently changing nature of attack techniques, along with the increased volume and sophistication of the attacks, there is the **continued** potential for us to be adversely impacted. This impact could result in reputational, competitive, operational or other business harm, as well as financial costs and regulatory action. We maintain cybersecurity insurance in the event of an information security or cyber incident, however, the coverage may not be sufficient to cover all financial losses. In these circumstances, it may be difficult or impossible to cure such a ~~breach~~ **cybersecurity incident** or compromise in order to prevent customers from potentially terminating their contracts with us. Furthermore, although our customer contracts typically include limitations on our potential liability, there can be no assurance that such limitations of liability would be adequate. We also cannot be sure that our existing general liability insurance coverage and coverage for errors or omissions will be available on acceptable terms or in sufficient amounts to cover one or more claims or that our insurers will not deny or attempt to deny coverage as to any future claim. The successful assertion of one or more claims against us, the inadequacy or denial of coverage under our insurance policies, litigation to pursue claims under our policies, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or coinsurance requirements, could materially and adversely affect our business and results of operations. Defects, errors, or other performance problems in our software solutions could harm our reputation, result in significant costs to us, impair our ability to sell our software solutions, and subject us to substantial liability. Our software solutions are complex and ~~may~~ **, in the past, have** ~~contain~~ **contained** defects, viruses, or errors when implemented or when new functionality is released. Such defects or disruptions could be the result of undetected vulnerabilities in third- party supplied software and technologies, bug fixes or upgrades, whether in connection with day- to- day operations or otherwise, or employee, contractor, or other third- party acts or inaction. Despite extensive testing, from time to time we have discovered, and may in the future discover, defects or errors in our software solutions. We may experience temporary system interruptions, either to our solutions as a whole, individual software solutions or groups thereof, or to some or all of our software hosting locations, for a variety of reasons, including network failures, power failures, software errors, or an overwhelming number of users trying to access our software solutions during periods of strong demand. Defects, errors **, outages** , or other performance problems or disruptions in our software solutions or service could be costly for us, damage our customers' businesses, result in loss of credibility with current or potential customers or partners, and harm our reputation, any of which could result in a material adverse effect on our business, operating results, and financial condition. In addition, our customers could seek to terminate their contracts, elect not to renew their subscriptions, delay or withhold payment, or make claims against us. Because we are dependent on third parties for the implementation and maintenance of certain aspects of our systems and because some of the causes of system interruptions may be outside of our control, we may not be able to remedy such interruptions in a timely manner, if at all. As we rely heavily on our servers, computer, and communications systems and the Internet to conduct our business, any of these actions could result in liability, lost business, increased insurance costs, difficulty in collecting accounts receivable, costly litigation, or adverse publicity. Errors, defects, or other problems could also result in reduced sales or a loss of, or delay in, the market acceptance of our software solutions. If we are unable to effectively integrate our software solutions with other systems, products, or other technologies used by our customers and prospective customers, or if there are performance issues with such third- party systems, products, or other technologies, our software solutions will not operate effectively and our operations will be adversely affected. The functionality of our software solutions depends on our ability to integrate with other third- party systems, products, and other technologies used by our customers. Certain providers of these third- party systems, products, or other technologies also offer products that are competitive with our software solutions. These products may have an advantage over ours if customers using their software are better able to integrate with their own software. In addition, these third- party providers may be able to bundle their competitive products with other applications used by our customers and prospective customers at favorable pricing. In addition, some of our competitors may be able to disrupt the operations or compatibility of our solutions with their products or services or exert strong business influence on our ability to, and terms on which we, provide our solutions. For example, core banking system companies provide critical back- end services to financial institutions. If these core banking system companies seek to compete with us in the markets we target or make it more difficult for us to integrate our solutions with their offerings, our business and results of operations could be materially and adversely affected. We do not have formal arrangements with **all** ~~many of these~~ third- party providers regarding our access to their APIs to enable these customer integrations. Our business may be harmed if any of our third- party providers: • change the features or functionality of their applications and platforms in a manner adverse to us; • discontinue or limit our software solutions' access to their systems or other technologies; • terminate or do not allow us to renew or replace our existing contractual relationships on the same or better terms; • modify their terms of service or other legal terms or policies, including fees charged to, or other restrictions on, us or our customers; • establish exclusive or more favorable relationships with one or more of our competitors, or acquire one or more of our competitors and offer competing services; or • otherwise have or develop their own competitive offerings. Third- party services and products are constantly evolving. We may not be able to modify our solutions to assure compatibility with that of other third parties as they continue to develop or emerge in the future or make such modifications in a timely and cost- effective manner. Such changes could limit or prevent us from integrating our software solutions with these third- party systems, which could impair the functionality of, prohibit the use of, or limit our ability to sell our software solutions to customers. If we are not permitted or able to integrate with such third- party technologies as a result of changes to, or third parties restricting our access to, the technologies during the terms of existing customer agreements, we may not be able to meet our contractual obligations to customers who use such third- party software. Should any of our competitors modify their products or standards in a manner that degrades the functionality of our solutions or gives preferential treatment to our competitors or competitive products, whether to enhance their competitive position or for any other reason, the interoperability of our products with these products could decrease, and our business, results of operations, and financial condition would be harmed. In addition, if any third- party technology providers experience an outage, our software solutions integrated with such technology will not function properly or at all, and our customers may be dissatisfied with our software solutions. If the technology of such third- party providers has performance or other problems, such issues may reflect poorly on us, and the adoption and renewal of our software solutions and our business may be harmed. Although our customers may be able to switch to alternative technologies if a provider' s services were unreliable or if a provider were to limit such customer' s access and utilization of its data or the provider' s functionality, our business could nevertheless be harmed due to the risk that our customers could reduce their use of our software solutions. As the number of customers that we serve increases, we may encounter implementation challenges, and we may have to delay revenue recognition for some complex engagements, which would harm our business and operating results. We may face unexpected implementation challenges related to the complexity of our customers' implementation and integration requirements. Our implementation expenses increase when customers have unexpected data, integrations, hardware, or software technology challenges or complex or unanticipated business requirements. In addition, certain of our customers require complex acceptance testing related to the implementation of our software solutions. Further, because we do not fully control our customers' implementation schedules, implementation issues may occur if our customers do not allocate the internal resources necessary to meet implementation timelines or if there are unanticipated implementation delays. Any difficulties or delays in implementation processes could cause customers to delay or forego future purchases of our software solutions or require us to delay revenue recognition under the related customer agreement longer than expected, either of which would adversely affect our business, operating results, and financial condition. If we fail to **offer high-quality customer support or fail to** meet our service level commitments, we could be obligated to provide credits or refunds or face contract terminations, which could adversely affect our business, operating results, **reputation** and financial condition. **Our customers** rely on our customer support services to resolve issues and realize the full benefits provided by our solutions.High-quality support is also important to maintain and drive further adoption by our existing customers ~~.We primarily provide customer support over the phone,chat,and via web portal~~ .If we do not help our customers quickly resolve issues and provide effective ongoing support or if our support personnel or methods of providing support are insufficient to meet the needs of our customers,our ability to retain customers,increase adoption by our existing customers,and acquire new customers could suffer,and our reputation with existing or potential customers could be harmed.If we are not able to meet the customer support needs of our customers during the hours that we currently provide support,we may need to increase our support **coverage and provide additional support,which may reduce our profitability.Additionally,** ~~Certain~~ **certain** of our agreements with our customers contain service level commitments. If we are unable to meet the stated service level commitments or suffer extended periods of unavailability for our solutions, we may be contractually obligated to provide these parties with service credits or refunds. In addition, we could face contract terminations, in which case we would be subject to a loss of future revenues. Our revenues could be significantly affected if we suffer unexcused downtime under our agreements with our customers and partners. Further, any extended service outages could adversely affect our reputation, revenues, and operating results. Certain of our key operating metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business. We track certain key operating metrics using internal tools, which have certain limitations. In addition, we rely on data received from third parties, including industry forecast reports, to track certain performance indicators. We have only a limited ability to verify data from both of these sources. Our methodologies for tracking metrics **have changed, and** may ~~also~~ **in the future continue to** change ~~over time~~ , which could result in changes to the metrics we report. If we under count or over count performance due to the internal tools we use or issues with the data received from third parties, or if our internal tools contain errors, the data we report may not be accurate or comparable with prior periods. In addition, limitations, changes or errors with respect to how we measure data may affect our understanding of certain details of our business, which could affect our longer- term strategies. If our performance metrics are not, or are not perceived to be, accurate representations of our financial or operational performance, if we discover material inaccuracies in our metrics, or if we can no longer calculate any of our key performance metrics with a sufficient degree of accuracy and cannot find an adequate replacement for the metric, our business, operating results, and financial condition could be adversely affected. Our usage and volume- based pricing can cause revenue fluctuation and may adversely affect our business and operating results. Our customer relationships are generally conducted in accordance with the terms of multi- year contracts that, among other things, may provide for minimum purchases and specified levels of pricing based on the volume of loans, applications, or searches conducted or processed during the applicable billing period. These contractual features are key determinants of profitability. Certain of our contracts provide for contractually scheduled price changes. From time to time, we also negotiate pricing or other changes with our existing customers that include, but are not limited to, extending or renewing a contract or adjusting minimum volumes. Our usage and volume- based pricing, which is seasonal and cyclical, can cause our revenues to fluctuate which could affect our business. Additionally, our usage and volume- based pricing can be negatively impacted by macroeconomic trends, which may disproportionately impact our revenues and operating results. We depend on satisfied customers to succeed and, in certain instances, have aligned our financial goals with those of our customers. Our historical contracts are subject to de minimis minimum commitments with certain of our customers, who may be less willing or able to accommodate modifications to our contracts given their own business constraints. Such minimum commitment obligations may not be cost- effective or provide positive returns. Our sales cycle can be unpredictable, time- consuming, and costly, which could harm our business and operating results. Our sales process involves educating prospective customers and existing customers about the use, technical capabilities, and ~~benefits~~ **expected outcomes** of our software solutions. Prospective customers often undertake a prolonged evaluation process, which typically involves not only our software solutions but also those of our competitors, and typically lasts from six to nine months or longer. We may spend substantial time, effort, and money on our sales and marketing efforts without any assurance that our efforts will produce any sales. It is also difficult to predict the level and timing of sales opportunities that come from our referral partners. Events affecting our customers' businesses may occur during the sales cycle that could affect the size or timing of a purchase, contributing to more unpredictability in our business and operating results. As a result of these factors, we may face greater costs, longer sales cycles, and less predictability in the future. If we fail to effectively expand our sales and marketing capabilities and teams, including through partner relationships, **or if we fail to develop, maintain and enhance our brands,** we may not be able to increase our customer base and achieve broader market acceptance of our software solutions. While we expect to continue to grow headcount in our sales and marketing teams over the long- term, ~~in February 2023,~~ we authorized ~~a~~ workforce ~~reduction~~ **reductions** ~~impacting approximately 9 % of our workforce. We may be unable to effectively manage the organizational changes we are making~~ in connection with ~~the~~ **our 2023** Restructuring Plan **and our 2024 Realignment Plan** (**each** as defined below) **. We may be unable to effectively manage the organizational changes we are making in connection with the 2023 Restructuring Plan and 2024 Realignment Plan** , which could result in declines in quality or customer satisfaction, increases in costs, difficulties in obtaining new customers, difficulty in introducing new solutions to our existing customers, **difficulty in deploying solutions to new and current customers,** reputational harm, loss of customers, or operational difficulties in executing sales **and other** strategies, any of which could adversely affect our business performance and operating results. Increasing our customer base and achieving broader market acceptance of our software solutions will depend on our ability to expand the abilities of our sales and marketing organizations to obtain new customers and sell additional solutions and services to existing customers **, including through the use of our formal and informal relationships with our referral and reseller partners** . We believe there is significant competition for direct sales **and marketing** professionals with the skills and knowledge that we require, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future. **Moreover** ~~Our ability to achieve significant future revenue growth will depend on our success in recruiting~~ , **new** ~~training, and retaining a sufficient number of direct sales professionals. New~~ hires require significant training and time before they become fully productive and may not become as productive as quickly as we anticipate. As a result, the cost of hiring and carrying new representatives cannot be offset by the revenues they produce for a significant period of time. **Furthermore** ~~Our growth prospects will be harmed if our efforts to expand~~ , ~~train,~~ **we believe that maintaining** and ~~retain~~ **enhancing the brands associated with** our ~~direct~~ **solutions is important to support the marketing and** ~~sales~~ - **sale** ~~team do not generate a corresponding significant~~ **of our existing and future solutions to new customers and to** increase ~~in revenues~~ **adoption of our solutions by existing customers** . **If** ~~Additionally, if~~ we fail to sufficiently invest in our marketing programs or they are unsuccessful in creating market awareness of our company and software solutions, our business may be harmed, and our sales opportunities may be limited. **Our promotion activities may** ~~In addition to our direct sales team, we also extend our sales distribution through formal and informal relationships with referral and reseller partners. While we are~~ not ~~substantially dependent upon referrals from~~ **generate brand awareness or yield increased revenues, and even if they do,** any **increased** ~~partner, our ability to achieve significant revenue growth in the future will depend upon continued referrals from our partners and growth of the network of our referral partners. These partners are under no contractual obligation to continue to refer business to us, nor do these partners have exclusive relationships with us and may choose to instead refer potential customers to our competitors. We cannot be certain that these partners will prioritize or provide adequate resources for promoting our software solutions or that we will be successful in maintaining, expanding, or developing our relationships with referral partners. Our competitors may be effective in providing incentives to third parties, including our partners, to favor their software products or prevent or reduce subscriptions to our software solutions, either by disrupting our relationship with existing customers or limiting our ability to win new customers. Establishing and retaining qualified partners and training them with respect to our software solutions requires significant time and resources. If we are unable to devote sufficient time and resources to establish and train these partners or if we are unable to maintain successful relationships with them, we may lose sales opportunities and our~~ revenues ~~could suffer~~ **may not offset the expenses we incur in building our brand, which may negatively impact our results of operations** . Our product partners may change their dependence on our system for providing service to their customers, which could harm our business and operating results. Our continued success will depend in part on our ability to retain a number of key product partners. In addition, we believe that our future success will depend in large part on our ability to attract product partners who utilize our system to service their customers, driving further volumes through our platform. Value associated with our platform is derived from the ability of our customers to access these product partners through our solutions. There can be no assurance that we will be successful in attracting and retaining such partners. The loss of certain key product partners or our inability to attract or retain other product partners could have a material adverse effect on our business, operating results, and financial condition. If we fail to offer high-......, which may reduce our profitability. We may not achieve some or all of the expected benefits of our restructuring **or organizational realignment** plans, and ~~the~~ **such** restructuring **or realignment** may adversely affect our business. We have undertaken, and may undertake in the future, restructuring, ~~reorganization~~ -- **organizational realignment** , or other strategic changes in order to **manage operating costs, enable efficient delivery on business objectives, allow for growth in areas of strategic importance,** adapt our business to serve customers more effectively, align teams with the Company' s highest business priorities, **and** achieve operating efficiencies, ~~and realign our cost structure,~~ including the **restructuring plan approved by our Board in February 2023, or the 2023** Restructuring Plan **, which was completed during the three months ended June 30, 2023, and the 2024 Realignment**

Plan approved in ~~February~~ **January 2024. The** 2023 **Restructuring Plan resulted in restructuring charges of $ 3. 6 million for severance and related costs, and we estimate we will incur approximately $ 3. 3 million to $ 4. 3 million in connection with the 2024 Realignment Plan** . Implementation of any restructuring **or organizational realignment** plan may be costly and disruptive to our business, and we may not be able to obtain the anticipated cost savings, operational improvements **, strategic growth** , and estimated workforce reductions within the projected timing or at all. Further, we may experience a loss of continuity, loss of accumulated knowledge and / or inefficiency, adverse effects on employee morale, and / or key or other retention issues during transitional periods. Restructuring **and realignment** can require a significant amount of time and focus, which may divert attention from operating and growing our business. For more information about our **2023** Restructuring Plan **and 2024 Realignment Plan** , see Note ~~15~~ **12 and Note 16, respectively,** to our ~~Consolidated~~ **consolidated** ~~Financial~~ **financial** ~~Statements~~ **statements elsewhere** in ~~Item 8~~ **this Annual Report on Form 10- K** . We depend on key and highly skilled personnel to operate our business, and if we are unable to retain our current personnel or hire additional personnel, our ability to develop and successfully market our business could be harmed. We believe our future success will depend in large part upon our ability to attract and retain highly skilled managerial, technical, finance, creative, and sales and marketing personnel. Moreover, we believe that our future success is highly dependent on the contributions of our executive officers. All of our officers and other employees are at- will employees, which means they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. In addition, the loss of any key employees or the inability to attract or retain qualified personnel could delay the development and introduction of, and harm our ability to sell, our software solutions and harm the market' s perception of us. The workforce ~~reduction~~ **reductions** we **implemented and** are implementing as part of our **2023** Restructuring **Plan and 2024 Realignment** Plan may also adversely impact our ability to attract, integrate, retain, and motivate highly qualified employees, and may harm our reputation with current or prospective employees ~~. Qualified individuals are in high demand, and we may incur significant costs to attract them~~ . We may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing sales, operational, and managerial requirements, or may be required to pay increased compensation in order to do so. Furthermore, although we believe a remote- first work model will help us attract and retain talent across a broad geographic base, a remote work environment could, among other things, negatively impact company culture, employee morale, and productivity, inhibit our ability to hire and train new employees, and impede our ability to support customers at the levels they expect. If we are unable to attract and retain the qualified personnel we need to succeed, our business will suffer. Volatility or lack of performance in our stock price may also affect our ability to attract and retain our key employees. Certain of our employees have become, or will soon become, vested in a substantial amount of stock options **or restricted stock units** . Employees may be more likely to leave us if the shares they own or the shares underlying their vested options have significantly appreciated in value relative to the original purchase prices of the shares or the exercise prices of the vested options, or if the exercise prices of the options that they hold are significantly above the market price of our common stock **. In addition, job candidates and existing employees often consider the actual and potential value of the equity awards they receive as part of their overall compensation. If the perceived value or future value of our stock declines, our ability to attract and retain highly skilled employees may be adversely affected** . If we are unable to retain or find a suitable replacement for our named executive officers or other key employees, our business will be harmed. Growth may place significant demands on our management and our infrastructure. Our growth has placed, and may continue to place, significant demands on our management and our operational and financial infrastructure. As our operations grow in size, scope, and complexity, we will need to improve and upgrade our systems and infrastructure to offer an increasing number of customers enhanced software solutions, features, and functionality. The expansion of our systems and infrastructure will require us to commit substantial financial, operational, and technical resources in advance of an increase in the volume of business, with no assurance that the volume of business will increase. To support our growth, we must also continue to improve our management resources and our operational and financial controls and systems, and these improvements may increase our expenses more than anticipated and result in a more complex business. Continued growth could also strain our ability to maintain reliable service levels for our customers and recruit, train, and retain highly skilled personnel. Managing our growth will require significant expenditures and allocation of valuable management resources. If we fail to achieve the necessary level of efficiency in our organization as it grows, our business would be harmed. We depend on data centers operated by third parties and third- party ~~Internet~~ **cloud** hosting providers, and any disruption in the operation of these facilities or access to the Internet could adversely affect our business. While the majority of our customers have been migrated to cloud- based solutions like Microsoft Azure and Amazon Web Services, we continue to serve a small subset of our customers from two third- party data center hosting facilities located in Lone Mountain, Nevada and Atlanta, Georgia. ~~The~~ **We do not control the operation of these data centers, and the** third- party owners and operators of these current and future facilities do not guarantee that our customers' access to our software solutions will be uninterrupted, error- free, or secure. ~~We may~~ **Problems associated with these data centers could adversely affect the** experience ~~website~~ **of our customers. Any** disruptions **or** ~~, outages, and~~ other **operational** performance problems **with these** ~~at third- party~~ data centers ~~. These problems may be caused by a variety of factors,~~ including ~~infrastructure changes~~ **without limitation** , ~~human or~~ **interruptions in service from** software ~~errors, viruses, security attacks (including ransomware attacks), fraud, spikes in customer usage, and denial of service issues. In some instances, we may not be able to identify the cause~~ or ~~causes of these performance problems within an acceptable period of time. Data center facilities are vulnerable to damage or interruption from human error, intentional bad acts, power loss,~~ hardware failures, **virus or cybersecurity** ~~telecommunications failures, fires, wars, terrorist~~ attacks, ~~floods~~ **terrorism** , ~~earthquakes, hurricanes, tornadoes,~~ or ~~similar catastrophic events. They also could be subject to break- ins, computer viruses, sabotage, intentional acts of vandalism, and other misconduct. The occurrence of a~~ natural ~~disaster~~ **disasters** ~~or an act of terrorism~~ , ~~a decision to close the facilities without adequate notice or terminate our hosting arrangement or other unanticipated problems~~ could result in ~~lengthy~~ **material** interruptions in ~~the delivery of~~ our **services** ~~software solutions~~ , **adversely affect** ~~cause system interruptions, prevent~~

our ~~customers' account holders from accessing their accounts online, cause reputational~~ -- **reputation** ~~harm~~ and **results** ~~loss, corruption, or unavailability~~ of **operations** ~~critical data~~ , ~~prevent~~ **and subject** us ~~from supporting our software solutions, or cause us~~ to **liability** ~~incur additional expense in arranging for new facilities and support~~ . We also depend on third- party ~~Internet~~ **cloud** - hosting providers and continuous and uninterrupted access to the Internet through third- party bandwidth providers to operate our business. As we continue to expand the number of our customers and available solutions, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. In addition, the failure of data centers, Internet service providers, or other third- party service providers to meet our capacity requirements could result in interruptions or delays in access to our solutions or impede our ability to grow our business and scale our operations. If our third- party infrastructure service agreements are terminated, if there is a service lapse, interruption of Internet service provider connectivity, or damage to data centers, or if we experience a service loss or disruption of one or more of our ~~Internet~~ **cloud** - hosting or bandwidth providers for any reason, such as viruses, denial of service, ransomware, cybersecurity attacks or other attacks on their systems, human error, intentional bad acts, power loss, hardware failures, telecommunications failures, fires, wars, terrorist attacks, floods, earthquakes, hurricanes, tornadoes, or other catastrophic events, we could experience disruption in our ability to offer our software solutions and adverse perception of our software solutions' reliability. We could also be required to retain the services of replacement providers, which could cause interruptions in access to our solutions as well as delays and additional expense in arranging new facilities and services and could also increase our operating costs and harm our business and reputation. Additionally, any need to change ~~Internet~~ **cloud** - hosting service providers would require a significant amount of time and effort by our information technology department. ~~The recent transition of our software solutions to the public cloud could present significant risks and uncertainties unique to such a migration, which could adversely affect our business and operations. We recently completed the transition of all our software solutions to the public cloud. This migration could introduce future risks associated with data and services migration that could affect our business continuity, result in loss, corruption, or compromise of data, and impact the provision of our software solutions. Further, the success in transitioning to the public cloud is dependent on our ability to effectively align, prioritize, and allocate our information technology, information security, product, and other resources to balance the needs of maintaining our existing infrastructure, while also innovating in future products and features and ensuring security and resiliency. While we expect the transition to allow for greater scalability, security, and integration, if this planned transition impacts the reliability and availability of our software solutions, we may not realize our financial and strategic objectives. In addition, any unanticipated interruption, delay, or degradation in the performance and delivery of our solutions could negatively impact our customer relationships. Accordingly, any such delays, errors, or difficulties may result in operational challenges, security failures, increased costs, or reputational harm, any of which could materially adversely impact our profitability and operations. Because our services are complex and incorporate a variety of hardware, proprietary software, and third- party software, our services may have errors or defects that could result in unanticipated downtime for our customers and harm to our reputation and our business. Cloud services frequently contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in, and experienced disruptions to, our services, and new defects or disruptions may occur in the future. Such defects could also create vulnerabilities that could inadvertently permit access to protected customer data.~~ We have a significant portion of our product development operations **contracted to unrelated third parties** in India, which poses risks. We have used, and intend to continue to use, unrelated third parties to provide us with technology development services, through individuals based in India. We have increased the amount of our product development work performed by contractors in India to expand our access to additional resources so we can meet the needs of our increased development efforts. However, we may not achieve the cost savings and other benefits we anticipate from these programs, and we may not be able to find sufficient numbers of developers with the necessary skill sets in India to meet our needs. While our experience to date with our India- based contractors has been positive, there is no assurance that this will continue. Specifically, there are a number of risks associated with this activity, including, but not limited to, the following: • communications and information flow may be less efficient and accurate as a consequence of the time and distance differences between our primary development organization and the foreign- based activities, resulting in delays in development or errors in the software developed; • in addition to the risk of misappropriation of intellectual property from departing personnel, there is a general risk of the potential for misappropriation of our intellectual property that might not be readily discoverable; • the ability to obtain fulsome rights to intellectual property arising from the work performed by India- based individuals may be more difficult than it is with respect to intellectual property arising from work performed for us by our U. S.- based employees; • the quality of the development efforts undertaken offshore may not meet our requirements, including due to experiential differences, resulting in potential product errors and / or delays; • currency exchange rates could fluctuate and adversely impact the cost advantages intended from maintaining these relationships; and • as would be the case with any of our third- party developers, if those based in India were to leave their employment or if the third- party development services agreement with us were terminated, we would lose some short- term development capacity, and while we believe we would still be able to continue maintaining and improving all of our service offerings, we would need to expend resources and management time to on- board additional development resources. In addition, as a result of the foregoing arrangements, we have a heightened risk exposure to changes in the economic, security, and political conditions of India. ~~India has also been affected by the pandemic and taken measures to try to contain it, at times resulting in disruptions to their work force and slowdowns in certain deliverables.~~
Economic and political instability, military actions, and other unforeseen occurrences in India could impair our ability to develop and introduce new software applications and functionality in a timely manner, which could put our products at a competitive disadvantage whereby we lose existing customers and / or fail to attract new customers **Privacy,information security** ,and data protection concerns,data collection and transfer restrictions,and related domestic regulations may limit the use and adoption of our software solutions and adversely affect our business and results of operations.The regulatory framework

governing privacy,information security,data protection,and the collection,processing,storage,and use of certain information,particularly financial and other personally identifiable information,is rapidly evolving.We expect that there will continue to be new proposed and adopted laws,regulations,and industry standards concerning privacy,data protection,and information security in the United States.For example,California enacted the California Consumer Privacy Act,or CCPA,which went into effect in January 2020 and,among other things,requires companies covered by the legislation to provide new disclosures to California consumers and afford such consumers new rights of access and deletion for personal information,as well as the right to opt- out of collection of their data and certain sales of personal information.Additionally,on November 3,2020,the California Privacy Rights Act ~~,or~~ **("** CPRA **")** ,was approved by California voters.The CPRA amends and expands the CCPA and went into effect January 1,2023.The CCPA and the CPRA has required us to modify and augment our practices and policies and incur substantial costs and expenses in an effort to comply or respond to further changes to laws or regulations.We cannot yet fully determine the impact ~~that~~ these or future laws,rules,and regulations may have on our business or operations.Any such laws,rules,and regulations may be inconsistent among different jurisdictions,subject to new or differing interpretations,or conflict with our current or future practices.Additionally,we may be bound by contractual requirements applicable to our collection,use,processing,and disclosure of various types of information,including financial and PII,and may be bound by,or voluntarily comply with,self- regulatory or other industry standards relating to these matters that may further change as laws,rules,and regulations evolve.Any failure or perceived failure by us,our third- party service providers,or any other third parties with which we do business,to comply with these laws,rules,and regulations,or with other obligations to which we or such third parties are or may become subject,may materially and adversely affect our business and results of operations,and result in reputational harm,governmental investigations and enforcement actions,litigation,claims,fines and penalties,or adverse publicity.Additionally,if in the future we seek to sell our solutions outside of the United States,we would face similar or potentially more stringent laws and regulations relating to personal privacy,information security,and data protection and we cannot be certain we would be able to adequately address these laws and regulations as part of any international expansion without incurring substantial costs and expenses to comply.Our customers are highly regulated and subject to a number of challenges and risks.Our failure to comply with laws and regulations applicable to us as a technology provider to financial institutions could adversely affect our business and results of operations,increase costs,and impose constraints on the way we conduct our business.Our ~~current~~ **customers** and prospective customers are highly regulated and are generally required to comply with stringent regulations in connection with performing business functions that our software solutions address.As a provider of technology to financial institutions,and as a result of obligations under some of our customer contracts,we are required to comply with certain provisions of the Gramm- Leach- Bliley Act,or GLBA,related to the privacy and security of certain consumer information,in addition to other contractual obligations that relate to our customers' obligations under the GLBA and other laws and regulations to which they are subject,including,but not limited to,state privacy laws and regulations.We also may be subject to other laws and regulations,including those relating to privacy and data security,due to the software solutions we provide to financial institutions.Matters subject to review and examination by federal and state regulatory agencies and external auditors include our internal information technology controls in connection with our performance of data processing services,the agreements giving rise to those processing activities,and the design of our software solutions.Any inability to satisfy these examinations and maintain compliance with applicable regulations could adversely affect our ability to conduct our business,including attracting and maintaining customers.If we ~~must~~ **have to** make changes to our internal processes and software solutions as a result of these regulations,we could be required to invest substantial additional time and funds ~~,~~ **and** ~~diverting~~ --- **divert** time and resources from other initiatives to remedy any identified deficiency.Our indirect,wholly- owned subsidiary,Professional Credit Reporting,Inc.,functions as a consumer reporting agency and,as a result,is subject to rules and regulations applicable to consumer reporting agencies,such as the ~~Fair Credit Reporting Act,or~~ FCRA.In addition,with our acquisition of the assets of TazWorks and MeridianLink Wholesale Data,LLC,doing business as Trade House Data,we may have additional exposure to FCRA as a wholesale data furnisher of certain background screening pointer data.Other than these exposures to FCRA,we have adopted the position that we are not otherwise subject directly to the FCRA in our position as a **provider of** technology ~~provider~~ to financial institutions and CRAs.It is possible that this position may be challenged by regulatory authorities or others,however,which could result in regulatory investigations and other proceedings,claims,and other liability,and which could require us to redesign our solutions and otherwise substantially modify our operations,processes,and solutions.This could require dedication of substantial funds and other resources,and time of management and technical personnel, ~~which~~ **and** could be highly disruptive to our operations.This could adversely affect our business and results of operations ~~.The CRA industry is facing aggressive litigation efforts from plaintiffs' attorneys against CRAs requiring substantial resources from us in response to subpoenas and additional technical software reporting requests.These efforts could affect us more significantly if additional customers are impacted or if MeridianLink is otherwise implicated in such litigation~~ .The evolving,complex,and often unpredictable regulatory environment in which our customers operate could result in our failure to provide compliant software solutions,which could result in customers not purchasing our software solutions or terminating their contracts with us or the imposition of fines or other liabilities for which we may be responsible.In **addition,as a service provider to financial institutions,we may be subject to direct regulation and examination by federal and / or state agencies,and such agencies may attempt to further regulate our activities in the future which could adversely affect our business and results of operations.** . Any future litigation against us could damage our reputation and be costly and time-consuming to defend. We have **been** in the past and may ~~become in the future~~ **be, at any point,** subject to legal proceedings and claims that arise in the ordinary course of business, such as claims brought by our customers in connection with commercial disputes or employment claims made by current or former employees. In other instances, our customers become involved in litigation where we are required to provide information pursuant to a court order, subpoena, or customer request. From time to time, we also may initiate litigation to enforce our rights, including with respect to payments that we are owed. Litigation could result in reputational damage and substantial costs and may divert management' s attention and resources, any of which may adversely impact our business, overall financial condition, and results of operations and affect the value of our common stock. While we maintain insurance coverage for certain types of claims, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise. We are not currently aware of any material pending or threatened litigation against us but can make no assurances the same will continue to be true in the future. If we are unable to protect our intellectual property, our business could be adversely affected. We rely on a combination of copyrights, trademarks, service marks, patents and trade secret laws, confidentiality obligations, and other contractual restrictions to establish and protect our intellectual property and other proprietary rights. Despite our efforts, these protections may be limited and may not adequately permit us to gain or keep any competitive advantage. Unauthorized third parties may try to copy or reverse engineer our solutions, technology, systems, methods, processes, or proprietary information. A third party may develop software solutions, adopt trade names or domain names, or acquire other intellectual property and proprietary rights similar to ours, thus diluting or diminishing the value of our intellectual property, proprietary rights, and overall brand. Our ability to assert our intellectual property rights against potential competitors or to settle current or future disputes could be limited by our agreements with third parties. Our patents may be invalidated or circumvented. A patent application may not be issued with the claim scope we seek, if at all. In addition, the laws of some countries do not provide the same level of intellectual property protection as U. S. laws and courts. We may be required to spend significant resources to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. We may also allow certain of our registered intellectual property rights, or our pending applications or registrations for intellectual property rights, to lapse or to become abandoned if we determine that obtaining or maintaining the applicable registered intellectual property rights is not worthwhile. Our inability to protect our intellectual property against unauthorized copying or use, as well as any costly litigation or diversion of our management' s attention and resources, could delay sales or the implementation of our software solutions, impair the functionality of our software solutions, delay introductions of new software solutions, result in our substituting less- advanced or more- costly technologies into our software solutions, or harm our reputation. In addition, should any of our protections fail, we may be required to license additional intellectual property from third parties to develop and market new software solutions, and we cannot ensure that we could license that intellectual property on commercially reasonable terms or at all. We use open source software in our solutions, which could subject us to litigation or other actions, or otherwise negatively affect our ability to sell our solutions. Our solutions incorporate software modules licensed to us by third- party authors under " open source " licenses. Use and distribution of open source software may entail greater risks than use of third- party commercial software, as open source licensors generally do not provide support, warranties, indemnification, or other contractual protections regarding infringement claims or the quality of the code. In addition, the public availability and unknown vulnerabilities of such software may make our solutions more susceptible to compromise. The terms of many open source licenses have not been interpreted by U. S. or foreign courts, and there is a risk that these licenses could be construed in a way that imposes unanticipated conditions or restrictions on our ability to provide or distribute our solutions. We could become subject to lawsuits by parties claiming ownership of what we believe to be open source software. If we are held to have breached or failed to fully comply with all the terms and conditions of an open source software license, we could face infringement or other liability, or be required to seek costly licenses from third parties, to re- engineer our solutions, to discontinue or delay the provision of our offerings if re- engineering could not be accomplished on a timely basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition, and results of operations. Although we monitor our use of open source software to avoid subjecting our solutions to unintended conditions, such use may require us to take remedial action that may divert resources away from our development efforts and could materially adversely affect our business. Lawsuits by third parties against us or our customers for alleged infringement of the third parties' proprietary rights or for other intellectual property- related claims relating to our solutions or business could result in significant expenses and harm our operating results. Our industry is characterized by the existence of a large number of patents, copyrights, trademarks, trade secrets, and other intellectual property and proprietary rights, along with frequent litigation based on allegations of infringement or other violations of intellectual property rights. We have been, and, from time to time, expect to be involved in disputes related to patent and other intellectual property rights of third parties. To date, none of these disputes have resulted in material liabilities. Our business could be adversely affected by any significant disputes between us and our customers as to the applicability or scope of our indemnification obligations to them. There can be no assurances that any existing limitations of liability provisions in our contracts would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. If such claims are successful, or if we are required to indemnify or defend our customers from these or other claims, these matters could be disruptive to our business and management, result in material liabilities, and have an adverse effect on our business, operating results, and financial condition. From time to time, we have received, and may continue to receive, threatening letters or notices or, in the future, may be the subject of claims that our software solutions and underlying technology infringe or otherwise violate the intellectual property rights of others, and we may be found to be infringing upon or otherwise violating such rights. We also face, from time to time, trade name or trademark or service mark infringement claims brought by owners of other registered or unregistered trademarks or service marks, including trademarks or service marks that may incorporate variations of our brand names. In addition, the risk of patent litigation has been amplified by the increase in the number of patent holding companies or other adverse patent owners that have no relevant product revenues, and therefore, our existing patent and any patents we may obtain in the future may provide little or no deterrence as we would not be able to assert them against such entities or individuals. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us or our customers whom we indemnify, could subject our technologies to injunction preventing us from accessing such third- party intellectual property rights, require that we pay substantial damages or ongoing royalty payments, prevent us from offering our software solutions, or require that we comply with other unfavorable terms. 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 harm our business and operating results. Any claims related to our intellectual property or customer confusion related to our solutions could damage our reputation and adversely affect our growth prospects. Any use of our solutions by our customers in violation of legal or regulatory requirements could damage our reputation and subject us to additional liability. If our customers or their clients use our solutions in violation of regulatory requirements and applicable laws, we could suffer damage to our reputation and could become subject to claims in connection with their use of our solutions. We rely on our customers' contractual obligations that their use and their clients' use of our solutions will comply with applicable laws. However, we do not audit our customers or their clients to confirm compliance. Even if claims asserted against us do not result in liability, we may incur costs in investigating and defending against such claims. If we are found liable in connection with our customers' or their clients' activities, we could incur liabilities and be required to redesign our solutions or otherwise expend resources to remedy any damages caused by such actions and to avoid future liability. Privacy, information security, and data...... our business and results of operations. The financial services industry is heavily regulated and changes in current legislation or new legislation could adversely affect our business. The financial services industry in the United States, and, in particular, the consumer lending and mortgage industries, are heavily regulated. Our software solutions are designed to assist our customers with their compliance of consumer protection laws and institutionally mandated compliance policies and, therefore, must be updated to incorporate changes to such laws and policies. For example, we made certain changes to our software solutions to assist our customers with compliance with modifications to the Truth in Lending Act. Federal and state governments and agencies could enact legislation or other policies that could negatively impact the business of our customers and our product partners. Any changes to existing laws or regulations or adoption of new laws or regulations that increase restrictions on the consumer lending and mortgage industries may decrease usage and volumes transacted with our solutions or otherwise limit the ability of our customers and our product partners to operate their businesses, resulting in decreased usage of our software solutions. Updates that we have undertaken in the past have caused us to incur significant expense, and future updates to address such legal and regulatory developments will likely similarly cause us to incur significant expense. While our customers are ultimately responsible for compliance with the laws and regulations that apply to the consumer lending and mortgage industries, a failure to design or to appropriately update our software solutions to reflect and comply with changes to existing laws or regulations or with new laws or regulations may contribute to violations by our customers of such laws and regulations. Any such violations could result in our customers to discontinue using our software solutions and cause us reputational harm, which would negatively impact our financial position and results of operations. Failure to comply with anti-bribery, anti- corruption, and similar laws, could subject us to penalties and other adverse consequences. Failure to comply with anti- bribery, anti- corruption, anti- money laundering, and similar laws could subject us to penalties and other adverse consequences. We are subject to the U. S. Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, the U. S. domestic bribery statute contained in 18 U. S. C. § 201, the U. S. Travel Act, the USA PATRIOT Act, and other federal, state, and local laws that address anti- bribery, anti- corruption, and anti- money laundering. Anti- corruption and anti- bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, agents, representatives, business partners, and third- party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. While we have policies and procedures to address compliance with such laws, we cannot ensure that none of our employees, agents, representatives, business partners, or third- party intermediaries will take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. Any allegations or violation of the FCPA or other applicable anti- bribery or anti- corruption laws or anti- money laundering laws could result in whistleblower complaints, sanctions, settlements, prosecution, enforcement actions, fines, damages, adverse media coverage, investigations, 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. Responding to any investigation or action will likely result in a materially significant diversion of management' s attention and resources and significant defense costs and other professional fees. In addition, the U. S. government may seek to hold us liable for successor liability for FCPA violations committed by companies in which we invest or that we acquire. As a general matter, investigations and enforcement actions could harm our reputation, business, results of operations, and financial condition. If one or more U. S. states or local jurisdictions successfully assert that we should have collected, or in the future should collect, additional sales or use taxes on our fees, we could be subject to additional liability with respect to past or future sales, and the results of our operations could be adversely affected. An increasing number of states have considered or adopted laws that attempt to impose sales tax collection obligations on out- of- state sellers. We do not collect state and local sales and use taxes in all jurisdictions in which our customers are located, based on our belief that such taxes are not applicable **to us** . Jurisdictions in which we do not collect sales and use taxes may assert that such taxes are applicable **to us** and require us to calculate, collect, and remit taxes, interest, and penalties, as well as collect such taxes in the future. In addition, one or more states, the federal government, or other countries may seek to impose additional reporting, record- keeping, or indirect tax collection obligations on businesses like ours that offer subscription services. For example, on June 21, 2018, the Supreme Court held in South Dakota v. Wayfair, Inc. that **the** ~~states~~ - **state in which the buyer is located** could impose sales tax collection obligations on out- of- state sellers even if those sellers lack any physical presence within the ~~states~~ - **state** imposing the sales taxes. In response to Wayfair, ~~states~~ - **state or local governments** may require us to collect and remit sales and use taxes where we have not collected and remitted sales and use taxes that occurred in prior tax years. The imposition by state ~~governments~~ or local governments of sales tax collection obligations on out- of- state sellers could also create additional administrative burdens for us, subject us to additional costs, put us at a competitive disadvantage if similar obligations are not imposed on our competitors, and decrease our future sales, which could have an adverse effect on our business, financial condition, and results of operations.

Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business. Our quarterly results of operations, including the levels of our revenues, gross margin, profitability, and cash flow may vary significantly in the future and, accordingly, period- to- period comparisons of our results of operations may not be meaningful. Thus, the results of any one quarter should not be relied upon as an indication of future performance. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control, and may not fully or accurately reflect the underlying performance of our business. For example, while subscriptions with our customers often include multi-year terms that typically range from three to five years, a majority of our revenues from these subscriptions comes from usage or volume- based fees, such as application fees and per inquiry fees, as opposed to annual or monthly base fees. As such, if our customers terminate their agreements with us prior to their scheduled term, we may only recover a portion of our contractual base fees, and not any usage or volume- based fees. Fluctuation in quarterly results may negatively impact the value of our common stock. Factors that may cause fluctuations in our quarterly financial results include, without limitation, those listed below: • general economic, industry, and market conditions (particularly those affecting financial institutions), including fears of global economic downturn or recession, inflation and corresponding central bank countermeasures, and rising interest rates and their resulting effect on the mortgage market; • our ability to retain current customers or attract new customers; • the overall usage, volume, and type of transactions handled or processed using our software solutions, which may vary based on external factors such as macroeconomic conditions ~~, including the impact of the COVID- 19 pandemic,~~ and seasonality; • the activation, delay in activation, or cancellation by customers; • the timing of recognition of professional services revenues; • the amount and timing of operating expenses, particularly increased expenses in connection with rising inflation, related to the maintenance and expansion of our business, operations, and infrastructure **; • the timing and amounts of our stock repurchases** ; • consolidations between or mergers or acquisitions of our customers, to the extent the combined entity or acquirer elects not to continue using our solutions or reduces subscriptions to it; • customer renewal, expansion, and retention rates; • increases or decreases in usage or pricing changes upon renewals of customer contracts; • network outages or security breaches; • changes in our pricing policies or those of our competitors; • seasonal variations in sales of our software solutions, which have historically been highest in the third quarter of our fiscal year; • the timing and success of introductions of new solutions or features and functionality by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, customers, or strategic partners; • unexpected expenses such as those related to litigation and other disputes; and • the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill or other intangibles from acquired companies. Our forecasts, including forecasts related to acquired entities, are subject to significant risks, assumptions, estimates, and uncertainties, which may cause our revenues, market share, expenses, and profitability to differ materially from our expectations. For acquired entities, this could lead to an impairment charge. Our forecasts, as well as our internal estimates and research, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. We operate in rapidly evolving, fragmented, and competitive industries, which make our results of operations difficult to predict. Additionally, we have a limited operating history at the current scale of our business, which makes it difficult to forecast our future results. ~~Forecasts are inherently imperfect predictors of actual results due to~~ **Market conditions may change quickly and unpredictably, which could cause** ~~their~~ -- **the** ~~reliance on historical data and a significant number of~~ assumptions ~~regarding factors such as the competition our business faces, our ability to attract~~ and ~~retain customers and partners, our ability to successfully implement our business strategy, future demand, subscription renewals, as well as industry and market trends. In addition, any issues with the quality or effectiveness of our data aggregation and validation procedures, as well as the quality and integrity of~~ data inputs ~~, could result in ineffective or~~ **for** ~~inaccurate~~ **our forecasts to no longer be representative of the most recent market conditions. It may not be possible to update existing forecasts expeditiously to properly account for the most recently available data and events, or management may be required to make judgments regarding adjustments or overrides to our forecasts, which judgments are subject to further uncertainty. Additionally, we have a limited operating history at the current scale of our business, which makes it difficult to** forecast ~~outputs and reports~~ **our future results** . **Moreover,** ~~Forecasts~~ **forecasts** based on historical data sets might not be accurate predictors of future outcomes, and their ability to appropriately predict future outcomes may degrade over time. ~~Given the challenges of predicting future behavior, management judgment is used at every stage of the forecasting process, from forecast design decisions regarding core underlying assumptions, to interpreting and applying final output. Further, when market conditions change quickly and unpredictably, there is an increased risk that the assumptions and data inputs for our forecasts are not representative of the most recent market conditions, which requires management judgment to make adjustments or overrides to our forecasts. In a rapidly changing environment, we may be unable to update existing forecasts expeditiously to properly account for the most recently available data and events.~~ If the forecasts of market growth, anticipated spending, or predictions regarding market size prove to be inaccurate, our business and growth prospects could be adversely affected. Even if all or some of the forecasted growth occurs, our business may not grow at a similar rate, or at all. If actual results differ from our estimates, analysts may **react** negatively ~~react~~ **,** and our stock price could be materially impacted. In the case of acquired entities, if our forecasts of market growth, anticipated spending, or predictions regarding market size prove to be inaccurate, an impairment charge could materialize. Because we recognize ~~certain~~ subscription fee revenues over the term of the contract, downturns or upturns in our business may not be fully reflected in our results of operations until future periods. We generally recognize revenues from subscription fees ratably over the terms of our customer contracts, which typically have an initial term of three years. As such, a portion of the subscription fee revenues we report each quarter are derived from the recognition of deferred revenues relating to subscriptions activated in previous quarters. Consequently, a reduction in customer subscriptions in any single quarter may only have a small impact on our revenues for that quarter. However, such a decline will negatively affect our revenues in future quarters. Accordingly, the effect of significant downturns in sales or market acceptance of our software solutions, and changes to our attrition rate, may not be fully reflected in our results of operations until future periods. If our goodwill and other intangibles become impaired, we may be required to record a significant charge to earnings. We have a significant amount of goodwill and other intangibles. Our goodwill and other intangible asset balances as of December 31, ~~2022~~ **2023 ,** were approximately $ ~~608~~ **610** . ~~7~~ **1** million and $ ~~297~~ **251** . ~~5~~ **1** million, respectively. We test goodwill at least annually, ~~on~~ **as of** October 1, or more frequently if circumstances indicate that goodwill may not be recoverable. Testing involves estimates and judgments by management. Such assets are considered to be impaired when the carrying value of an intangible asset exceeds its estimated fair value. We may be required to record a significant charge to earnings in our consolidated financial statements during the period in which any impairment of our goodwill or intangible assets is determined. While no impairment has been recorded in the consolidated financial statements included in this Annual Report on Form 10- K, any future impairment of a significant portion of our goodwill could materially adversely affect our financial condition and results of operations **. Our ability to recognize the benefits of deferred tax assets is dependent on future cash flows and taxable income. We recognize deferred tax assets when it is considered more likely than not that the tax benefit will be realized; otherwise, a valuation allowance is applied against deferred tax assets. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, our ability to realize the deferred tax assets could be impacted. Additionally, future changes in tax laws could limit our ability to obtain the future tax benefits represented by our deferred tax assets. After analyzing all available evidence, we have determined that it is more likely that we would not be able to utilize all of our deferred tax assets prior to the expiration of such assets and therefore we have established a partial valuation allowance on our deferred tax assets as of December 31, 2023. Accordingly, we have recorded a partial valuation allowance of approximately $ 29. 4 million as of December 31, 2023, to reduce our deferred tax assets. The amount of the deferred tax asset considered realizable, and therefore the amount of the valuation allowance recorded against our deferred tax assets, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence such as our projections for growth. Our ability to use our net operating loss carryforwards and other tax attributes may be limited. As of December 31, 2023 and 2022, we had U. S. federal and U. S. state net operating loss, or NOL, carryforwards of approximately $ 121. 5 million and $ 122. 0 million, respectively, for U. S. federal income tax and U. S. state tax purposes available to offset future taxable income, prior to consideration of annual limitations that may be imposed under Section 382 of the Internal Revenue Code of 1986, as amended, or Section 382, or corresponding U. S. state statutory provisions. The NOL carryforwards will begin to expire in 2025 if not utilized. We may be unable to fully use our NOL carryforwards, if at all. Under Section 382 and corresponding provisions of state law, if a corporation undergoes an " ownership change, " generally defined under Section 382 and applicable U. S. Treasury regulations as a greater than 50 % change, by value, in its equity ownership over a rolling three- year period, the corporation' s ability to use its pre- change NOLs and other applicable pre- change tax attributes, such as research and development tax credits, to offset its post- change income may be limited. There is a possibility that we may experience an ownership change as a result of the Secondary Offering (as defined below). We completed an analysis under Section 382 through December 2022 confirming no ownership changes have occurred since our initial public offering in 2021; however, we have not completed an analysis under Section 382 through December 2023 or an analysis that gives effect to the Secondary Offering, including the stock repurchase made in connection thereto, and therefore cannot forecast or otherwise determine our ability to derive any benefit from our various U. S. federal or U. S. state tax attribute carryforwards following the completion of the Secondary Offering. As a result, if we earn net taxable income, our ability to use our pre- change NOL carryforwards to offset federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us. In addition, at the U. S. state level, there may be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. Lastly, we may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If we determine that an ownership change has occurred and our ability to use our historical NOL and tax credit carryforwards is materially limited, it may result in increased future tax liability to us and could adversely affect our operating results and financial condition** . Our debt agreements contain restrictions that limit our flexibility. Our debt agreements contain, and any future indebtedness of ours would likely contain, a number of covenants that impose significant operating and financial restrictions on us, including restrictions on our and our subsidiaries' ability, among other things, to: • incur additional indebtedness; • incur liens; • engage in mergers, consolidations, liquidations, or dissolutions; • pay dividends and distributions on, or redeem, repurchase, or retire our capital stock; • make investments, acquisitions, loans, or advances; • create negative pledge or restrictions on the payment of dividends or payment of other amounts owed from subsidiaries; • sell, transfer, or otherwise dispose of assets, including capital stock of subsidiaries; • make prepayments of material debt that is subordinated with respect to right of payment or liens, or is unsecured; • engage in certain transactions with affiliates; • modify certain documents governing material debt that is subordinated with respect to right of payment; and • change our lines of business. As a result of these covenants, we will be limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. We are highly leveraged and have substantial indebtedness, which reduces our capability to withstand adverse developments or business conditions. We have incurred substantial amounts of indebtedness to finance our business operations, including our growth initiatives. Our level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on, or other amounts due in respect of our indebtedness. Additionally, actual or anticipated downgrades to our credit rating, including any announcement that our credit rating is under review, could impact our ability to borrow money and increase future lending costs. Our overall leverage and the terms of our financing arrangements could also: • make it more difficult for us to satisfy obligations under our outstanding indebtedness, and any failure to comply with the obligations under any of our debt instruments, including restrictive covenants, could result in an event of default under any of the agreements governing our indebtedness; • limit our ability to obtain additional financing in the future for working capital, capital expenditures, or acquisitions; • limit our ability to refinance our indebtedness on terms acceptable to us or at all; • delay investments, restrict us from making strategic acquisitions, or cause us to make non- strategic divestitures; • require us to dedicate a significant portion of our cash flow from operations to paying the principal of and interest on our indebtedness, thereby limiting the availability of our cash flow to fund future capital expenditures, working capital, and other corporate purposes; • increase our vulnerability to adverse economic and industry conditions, which could place us at a competitive disadvantage or require us to dispose of assets to raise funds if needed for working capital; • limit our flexibility in planning for, or reacting to, changes in our business and our industry; • place us at a competitive disadvantage compared with competitors that have a less significant debt burden; and • expose us to increased market interest rates resulting in our variable-rate debt having higher debt service requirements. We may not be able to secure sufficient additional financing on favorable terms, or at all, to meet our future capital needs. We may require additional capital in the future to pursue business opportunities or acquisitions or respond to challenges and unforeseen circumstances. We may also decide to engage in equity or debt financings or enter into additional credit facilities for other reasons. We may not be able to secure additional debt or equity financing in a timely manner, on favorable terms, or at all. Current capital market conditions, including the impact of inflation, have increased borrowing rates and can be expected to significantly increase our cost of capital as compared to prior periods should we seek additional funding. Moreover, global capital markets have undergone periods of significant volatility and uncertainty in the past, and there can be no assurance that such financing alternatives will be available to us on favorable terms or at all, should we determine it necessary or advisable to seek additional capital. The phase- out, replacement, or unavailability of the London Inter- Bank Offered Rate, or LIBOR, could affect interest rates under our revolving credit facility, as well as our ability to obtain future debt financing on favorable terms. We are subject to interest rate risk on floating interest rate borrowings under our credit facilities. Borrowings under our credit facilities use LIBOR as a benchmark for establishing the interest rate. In July 2017, the Financial Conduct Authority (the regulatory authority over LIBOR) stated that it would phase out LIBOR as a benchmark after 2021 to allow for an orderly transition to an alternative reference rate, and have since initiated the phase- out of LIBOR. Our term loan and revolving credit facilities provide for alternative methods of calculating the interest rate payable on such facilities by moving through a waterfall of defined successor Secured Overnight Financing Rate, or SOFR,- based benchmark interest rates (or, if a SOFR- based benchmark rate is not available, such rate as agreed between us and the administrative agent of the credit facility), along with technical changes to reflect the adoption of any such new benchmark rate upon the occurrence of certain triggering events. **During the second quarter of 2023, we entered into a conforming changes amendment for our credit facilities that established SOFR as the benchmark rate, effective for interest periods beginning on or after June 30, 2023.** It is not presently known whether SOFR or any other alternative reference rates that have been proposed will attain market acceptance as replacements of LIBOR. In addition, the overall financial markets may be disrupted as a result of the phase- out or replacement of LIBOR. Furthermore, the consequences of the transition from LIBOR could result in an increase in the cost of our borrowings on our variable rate debt, which could adversely impact our interest expense, results of operations and cash flows. Uncertainty as to the nature of such phase out and selection of an alternative reference rate, together with disruption in the financial markets, could have a material adverse effect on our financial condition, results of operations and cash flows, and may adversely affect our ability to obtain future debt financing on favorable terms. **We have identified a material weakness in our internal control over financial reporting for the fiscal year ended December 31, 2023. If we are unable to maintain effective internal controls over financial reporting and disclosure controls and procedures, we may be unable to accurately report our financial results, or report them within the time frames required. Subject to applicable reporting requirement exemptions we take advantage of as an emerging growth company, we are required to comply with the SEC rules implementing Sections 302 and 404 of the Sarbanes- Oxley Act of 2002, which require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of controls over financial reporting. Effective internal control over financial reporting is necessary for us to provide reliable and timely financial reports and, together with adequate disclosure controls and procedures, are designed to reasonably detect and prevent fraud. We are also required to report any material weaknesses in such internal control. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. In connection with the preparation and audit of our financial statements for the year ended December 31, 2023, our management has identified multiple control deficiencies that aggregate to a material weakness in our internal control over financial reporting related to the design and operating effectiveness of controls over revenue as of December 31, 2023. This was primarily caused by insufficient controls over the set- up of customer contracts for billing and maintaining complete contract support that were not operating effectively. We can confirm that there has been no restatement of prior period financial statements and no change to our previously released financial results as a result of the identified material weakness. We have begun remediation efforts with respect to this material weakness, which include our implementation of additional review processes, procedures, and controls, including with respect to customer contracts, as well as system improvements and implementations, staffing, and training. Furthermore, while we have made progress in enhancing our controls and systems since our initial public offering, we will need to invest additional time, effort, and financial resources to meet our ongoing public reporting obligations, and we may need to hire additional accounting and financial staff to help remedy the deficiencies described above and to avoid future deficiencies. The rapid growth and increased complexity of our**

business will continue to place a strain on our finance and accounting functions, which may result in additional future control deficiencies, significant deficiencies and / or material weaknesses. We may need to hire additional personnel with appropriate experience, seniority and skill levels to remediate the control deficiencies we have identified or to help identify, manage and control other potential deficiencies in our internal controls in the future. Despite these remediation efforts, we cannot at this time estimate how long it will take to complete the remediation process, nor can we assure you that the measures we have taken to date and may take in the future, will be sufficient to remediate the control deficiencies that led to the material weakness in internal control over financial reporting or that it will prevent or avoid potential future material weaknesses. If we are not able to maintain effective internal control over financial reporting and disclosure controls and procedures, or if additional material weaknesses are discovered in past or future periods, a risk that is significantly increased in light of the complexity of our business, we may be unable to accurately and timely report our financial position, results of operations, cash flows or key operating metrics, which could result in late filings of the annual and quarterly reports under the Exchange Act, non- compliance with NYSE listing requirements, restatements of financial statements or other corrective disclosures, an inability to access capital or commercial lending markets, loss of investor confidence in our financial reporting, potential exposure to regulatory investigations and penalties, defaults under our secured revolving credit facility and other agreements, or other material adverse effects on our business, reputation, results of operations, financial condition or liquidity. Amendments to existing, or enactment of new unfavorable, tax laws, rules, or regulations could adversely affect our financial position. Changes in applicable U. S. federal, state, and local income taxation laws, rules, or regulations, or their interpretation and application, ~~including~~ **which changes may have** possible retroactive effect, could adversely affect our tax expense and profitability. In recent years, many such changes have been made, and changes are likely to continue to occur in the future. For example, many provisions of the Tax Cuts and Jobs Act of 2017, or TCJA, ~~and~~ the Inflation Reduction Act of 2022, or IRA, **and the Tax Relief for American Families and Workers Act of 2024** still require guidance through the issuance or finalization of regulations by the U. S. Treasury Department in order to fully assess their effects. There may be substantial delays before such regulations are promulgated or finalized as well as proposed technical corrections or other legislation, resulting in uncertainty as to their ultimate effects. Under the ~~TJCA~~ - **TCJA** , research and development costs are no longer fully deductible and are required to be capitalized and amortized for U. S. tax purposes effective January 1, 2022. The mandatory capitalization requirement increases our deferred tax assets and may have an impact on future cash tax liabilities. In August 2022, President Biden signed into law the IRA. The IRA includes a 15 % corporate alternative minimum tax for companies with modified United States generally accepted accounting principles, or GAAP, net income in excess of $ 1 billion, a 1 % excise tax on certain stock repurchases, and numerous environmental and green energy tax credits, each of which still require guidance and finalization of regulations by the U. S. Treasury Department. Currently, we are not subject to the corporate alternative minimum tax **, have determined the 1 % excise tax on certain stock repurchases to be immaterial to our business or stock repurchase program,** and are evaluating the applicability and impact of the law' s additional tax provisions. Changes in our tax provisions or an increase in our tax liabilities, whether due to changes in applicable laws and regulations, the interpretation or application thereof, or a final determination of tax audits or litigation or agreements, could have an adverse effect on our financial position. We ~~are a controlled company~~ **urge investors to consult** ~~within~~ -- **with** ~~the~~ **their legal** ~~meaning of the NYSE rules~~ and ~~, as a result, qualify for and rely~~ **tax advisors regarding the implications of potential changes in tax laws** on ~~exemptions from certain corporate governance requirements. Thoma Bravo, as the ultimate general partner of the Thoma Bravo Discover Fund, L. P., Thoma Bravo Discover Fund A, L. P., Thoma Bravo Discover Fund II, L. P., Thoma Bravo Discover Fund II- A, L. P., and~~ - **an investment in** ~~Thoma Bravo Discover Executive Fund II, L. P., or~~ **our** ~~collectively, the Thoma Bravo Funds, and its related entities own a majority of the voting power of our outstanding~~ common stock ~~. As a result, we are, and expect we will continue to be, a controlled company within the meaning of the NYSE corporate governance standards. Under the NYSE rules, a company of which more than 50 % of the voting power is held by another person or group of persons 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 as defined under the rules of the NYSE; • the nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; and • the compensation committee be composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities. We have and, for so long as we remain a controlled company, expect to continue to use some or all of these exemptions. Additionally, our current executive officers, directors, and the Thoma Bravo Funds beneficially own approximately 68. 64 % of our issued and outstanding shares of common stock as of March 3, 2023. These stockholders may be able to determine all matters requiring stockholder approval including, but not limited to, elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that you may feel are in your best interest as one of our stockholders. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements~~ . Thoma Bravo has a ~~controlling~~ **significant** influence over matters requiring stockholder approval, which may have the effect of delaying or preventing changes of control, or limiting the ability of other stockholders to approve transactions they deem to be in their best interest. As of March ~~3~~ **7** , ~~2023~~ **2024** , Thoma Bravo and its related entities beneficially own, in the aggregate, approximately ~~50~~ **46** . ~~16~~ **6** % of our issued and outstanding shares of common stock. As a result, Thoma Bravo could exert significant influence over our operations and business strategy **as well as** ~~and would have sufficient voting power to determine the outcome of all~~ matters requiring stockholder approval. These matters may include: • the composition of our board of directors, which has the authority to direct our business and to appoint and remove our officers; • approving or rejecting a merger, consolidation, or other business combination; • raising future capital; and • amending our charter and bylaws, which govern the rights attached to our common stock. **Additionally,** ~~Pursuant~~ **pursuant** to our certificate of ~~incorporate~~ **incorporation** and bylaws, for so long as Thoma Bravo beneficially owns **at least (i)** 30 % ~~or more~~ of our outstanding shares of common stock, Thoma Bravo will have the right to ~~designate~~ **nominate** a majority of our board of directors **and to designate the size of our board as well as the chair of our board of directors and of each committee of our board of directors (provided that each such nomination or designation shall comply with the applicable rules of the NYSE); (ii) 20 % (but less than 30 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate a number of directors to our board of directors equal to the lowest whole number that is greater than 30 % of the total number of directors (but in no event fewer than two directors); (iii) 10 % (but less than 20 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate a number of directors to our board of directors equal to the lowest whole number that is greater than 20 % of the total number of directors (but in no event fewer than one director); and (iv) 5 % (but less than 10 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate one director to our board of directors** . Accordingly **, for so long as Thoma Bravo beneficially owns at least 30 % of our outstanding shares of common stock** , we expect the directors designated by Thoma Bravo to constitute a majority of each committee of our board of directors, other than the audit committee, and to chair each of the committees, other than the audit committee ~~. At such time as we are not a " controlled company " under the NYSE corporate governance standards, however, our board of directors and committee membership will comply with all applicable requirements of those standards~~ . This concentration of ownership of our common stock could delay or prevent proxy contests, mergers, tender offers, open- market purchase programs, or other purchases of our common stock that might otherwise give you the opportunity to realize a premium over the then- prevailing market price of our common stock, and could, in turn, adversely affect our share price. Thoma Bravo may pursue corporate opportunities independent of us that could present conflicts with our and our stockholders' interests. Thoma Bravo is in the business of making or advising on investments in companies and holds (and may from time to time in the future acquire) interests in or provides advice to businesses that may directly or indirectly compete with our business or be suppliers or customers of ours. Thoma Bravo may also pursue acquisitions that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. Our charter provides that none of our officers or directors who are also an officer, director, employee, partner, managing director, principal, independent contractor, or other affiliate of Thoma Bravo will be liable to us or our stockholders for breach of any fiduciary duty by reason of the fact that any such individual pursues or acquires a corporate opportunity for its own account or the account of an affiliate, as applicable, instead of us, directs a corporate opportunity to any other person, instead of us, or does not communicate information regarding a corporate opportunity to us. Such provision will apply for so long as Thoma Bravo holds any of our securities. The trading price of our common stock could be volatile, and you could lose all or part of your investment. ~~Our IPO occurred in July 2021. As such, there has only been a public market for our common stock for a short period of time. An active trading market for our common stock may not be sustained. In addition, the trading prices of technology stocks have historically experienced high levels of volatility. If the market for technology stocks or the broader stock market experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition, or results of operations.~~ The trading price of our common stock may fluctuate substantially ~~. Some of the~~ **in response to numerous** factors ~~that may cause the market price of our common stock to fluctuate~~ , many of which may be beyond our control and may not be related to our operating performance, ~~include~~ **including** : • changes in monetary policy by the Federal Reserve, including recent increases in interest rates and plans for future increases; • general economic conditions and trends, including changes in interest rates and consumer borrowing habits; • announcements of new products or technologies, commercial relationships, acquisitions, or other events by us or our competitors; • changes in how customers perceive the benefits of software solutions; • shifts in the mix of billings and revenues attributable to subscription fees, service fees, and product partner fees, from quarter to quarter; • departures of key personnel; • price and volume fluctuations in the overall stock market from time to time; • fluctuations in the trading volume of our shares or the size of our public float, including by stock repurchase; • sales of large blocks of our common stock, including by key personnel or the Thoma Bravo Funds; • actual or anticipated changes or fluctuations in our operating results; • unfavorable securities analysts' research and reports published about us, our business, our market, or our competitors; • whether our operating results meet the expectations of securities analysts or investors, or changes in actual or future expectations of investors or securities analysts; • fluctuations in our quarterly or annual earnings results or those of other companies in our industry; • litigation involving us, our industry, or both; • regulatory developments; • actual or perceived security compromises or breaches; • major catastrophic events in domestic and foreign markets, including, for instance, the ongoing military conflict between Ukraine and Russia **or Israel and Hamas** ; and • the other factors described in these " Risk Factors " and elsewhere in this Annual Report on Form 10- K. These fluctuations may limit or prevent investors from readily selling their shares of common stock, could cause investors to lose all or part of their investment in our common stock, and may otherwise negatively affect the liquidity of our common stock. In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, operating results, or financial condition **. In addition, the trading prices of technology stocks have historically experienced high levels of volatility** . The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the trading price of a company' s securities, securities class action litigation has often been brought against that company. For as long as we are an emerging growth company, we will not be required to comply with certain requirements that apply to other public companies. We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. For as long as we are an emerging growth company, unlike other public companies, we will not be required to, among other things: (i) provide an auditor' s attestation report on management' s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404 (b) of the Sarbanes- Oxley Act of 2002, or Sarbanes- Oxley

Act; (ii) comply with any new requirements adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor' s report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; (iii) provide certain disclosures regarding executive compensation required of larger public companies; or (iv) hold nonbinding advisory votes on executive compensation and any golden parachute payments not previously approved. In addition, the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7 (a) (2) (B) of the Securities Act for adopting new or revised financial accounting standards. We intend to take advantage of the longer phase- in periods for the adoption of new or revised financial accounting standards permitted under the JOBS Act until we are no longer an emerging growth company. If we were to subsequently elect instead to comply with these public company effective dates, such election would be irrevocable pursuant to the JOBS Act. We will remain an emerging growth company up until December 31, 2026, although we will lose that status sooner if we have more than $ 1. 235 billion of revenues in a fiscal year, have more than $ 700 million in market value of our common stock held by non- affiliates, or issue more than $ 1. 0 billion of non- convertible debt over a three- year period. To the extent that we rely on any of the exemptions available to emerging growth companies, you will receive less information about our executive compensation and internal control over financial reporting than issuers that are not emerging growth companies. We cannot predict if investors will find our common stock less attractive because we will rely on these exemptions. If some investors find our common stock to be less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. Any issuance or sale of our capital stock may adversely affect the market price of our common stock and may dilute existing stockholders. We may issue additional capital stock in the future that will result in dilution to all other stockholders. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies and issue equity securities to pay for any such acquisition or investment. We plan to continue to issue common stock pursuant to our 2021 Stock Option and Incentive Plan, 2021 Employee Stock Purchase Plan, or other equity incentive plans that we may adopt in the future. Any such sales or issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline. In addition, our charter authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations, and relative rights, including preferences over our common stock respecting dividends and distributions, as our board of directors may determine. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of our common stock. Designation and issuance of one or more classes or series of preferred stock could adversely affect the voting power or value of our common stock. We do not intend to pay dividends on our common stock and, consequently, our stockholders' return on investment will depend on appreciation in the price of our common stock. We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, you may only receive a return on your investment in our common stock if the market price of our common stock increases. We cannot guarantee that our stock repurchase ~~program~~ **programs** will be fully consummated or will enhance long- term stockholder value, and stock repurchases could increase the volatility of our stock prices and could diminish our cash reserves. In May 2022, our board of directors approved a stock repurchase program under which we are authorized to purchase up to $ 75. 0 million of our common stock from time to time **, of which there was a total of $ 10. 5 million remaining for repurchase under the stock repurchase program as of December 31, 2023. In January 2024, our board of directors approved an additional stock repurchase program under which we are authorized to purchase up to $ 125. 0 million of our common stock. In February 2024, we completed an underwritten secondary offering for the sale of 6, 906, 015 shares of common stock by certain of our existing stockholders, at an offering price of $ 19. 00 per share, or the Secondary Offering, during which we used approximately $ 44. 0 million of our stock repurchase program for the stock repurchase in connection with the Secondary Offering** . Our repurchase ~~program~~ **programs** ~~does~~ **do** not have an expiration date and ~~does~~ **do** not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares, on any particular timetable or at all. There can be no assurance that we will repurchase stock at favorable prices. Further, our stock repurchases could affect our stock trading prices, increase their volatility, reduce our cash reserves, and may be suspended or terminated at any time, which may result in a lower market valuation of our common stock. ~~We are currently evaluating~~ **Additionally, we do not anticipate that** the impacts of the IRA' s excise tax on our stock repurchase ~~program~~ **programs** , **or** ~~however do not currently expect~~ the ~~new law~~ **final regulations** to **be issued by the United States Department of the Treasury concerning the excise tax, will** have a material impact on our results of operations. Delaware law and certain provisions in our charter and bylaws could delay, discourage, or prevent a change in control of our company. Our status as a Delaware corporation and the existence of certain provisions of our charter and bylaws contain provisions that could delay, discourage, or prevent a change in control of our company that a stockholder may consider favorable. These provisions include: • a classified board of directors with three- year staggered terms; • after Thoma Bravo ceases to beneficially own at least 30 % of the outstanding shares of our common stock, the removal of directors only for cause and subject to the affirmative vote of holders of at least 66 2 / 3 % of our voting power; • the ability of our board of directors to both issue shares of preferred stock and determine the price and other terms of those shares without stockholder approval; • allowing Thoma Bravo to fill any vacancy on our board of directors for so long as affiliates of Thoma Bravo own 30 % or more of our outstanding shares of common stock and, thereafter, allowing only our board of directors to fill vacancies on our board of directors; • ~~after Thoma Bravo ceases to beneficially own at least a majority of the outstanding shares of our common stock,~~ a prohibition on stockholder action by written consent; • ~~after we cease to be a controlled company,~~ the requirement that a special meeting of stockholders may be called only by our board of directors, the chairperson of our board of directors, our chief executive officer, or our president (in the absence of a chief executive officer); • ~~after we cease to be a controlled company,~~ the requirement for the affirmative vote of holders of at least 66 2 / 3 % of our outstanding voting stock, voting together as a single class, to amend the provisions of our charter relating to the management of our business or the requirement for the affirmative vote of holders of at least 75 % of our outstanding voting stock, voting together as a single class, to amend certain provisions of our bylaws; • the ability of our board of directors to amend our bylaws; • advance notice procedures for stockholders to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting; and • prohibition of cumulative voting in the election of our board of directors. Our charter also provides us with protections similar to Section 203 of the Delaware General Corporation Law and prevents certain business combinations with a stockholder owning at least 15 % of our outstanding voting stock, unless approved in a prescribed manner. Our charter also provides, however, that transactions with Thoma Bravo, including the Thoma Bravo Funds and any persons to whom any Thoma Bravo Fund sells its common stock, will be deemed to have been approved by our board of directors ~~. While these provisions may protect our stockholders from coercive or otherwise unfair takeover tactics, these provisions could also delay, discourage, or prevent a change in control transaction or changes in our board of directors that some stockholders may consider beneficial or prevent our stockholders from receiving a premium over the market price of our common stock that they might otherwise receive~~ . Our bylaws designate the Court of Chancery of the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. Our bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for state law claims for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a breach of fiduciary duty by one or more of our directors, officers or employees, (iii) any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, or (iv) any action asserting a claim against us that is governed by the internal affairs doctrine. The choice of forum selection clause may impose additional litigation costs on stockholders, discourage claims, or limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. Although this provision may be beneficial in its consistency in the application of Delaware law, the Court of Chancery of the State of Delaware may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more or less favorable to us than our stockholders. Alternatively, if the enforceability of the choice of forum provision contained in our bylaws is challenged and a court finds such provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions. Our bylaws further provide that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. This provision would not apply to any action brought to enforce a duty or liability created by the Exchange Act and the rules and regulations thereunder. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder as a result of our exclusive forum provisions.