

Risk Factors Comparison 2025-03-12 to 2024-03-13 Form: 10-K

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

The following summarizes the principal factors that make an investment in us speculative or risky, all of which are more fully described in “Item 1A. Risk Factors” below. This summary should be read in conjunction with “Item 1A. Risk Factors” and should not be relied upon as an exhaustive summary of the material risks facing our business. Risks Related to the Business and the Industry

- We have incurred significant losses since inception. We expect to incur losses in the future **and**, may not be able to achieve or maintain profitability, and may need to raise additional capital to maintain our operations in the future.
- ~~Our limited operating history~~ **The developing nature of our technology and product services** makes it difficult to evaluate our future prospects and the risks and challenges we may encounter.
- The Indenture governing our senior secured notes contains restrictions and other provisions regarding events of default that may make it more difficult to execute our strategy or to effectively compete, or that could materially and adversely affect our financial position.
- **Our ability to sell** Pinnacle z-axis **service** is a new capability, and adoption may be **limited** delayed by our potential customers’ unfamiliarity with 3D position, a lack of ecosystem support (e. g., specific device sensors, 3D routing) and /or other factors **depends on third- party adoption and market demand**.
- ~~Our~~ **The majority of our** business plan and, in turn, our ability to generate revenue, depends in large part on **selling** end users accessing our services through **that must be licensed and integrated into** our customers’ platforms **for sales to end users, and we typically only generate revenue from the arrangements when end users access those third-party platforms and utilize our services**.
- ~~We~~ **Depending on whether the FCC grants approval of our petition, we** may not be successful in the evolution of our **operations** TerraPoINT technology to utilize 5G NR signals, which ~~would~~ **will** increase our costs and may increase the ~~challenges~~ **challenge** of adopting our **services, and the time it takes us to evolve our** service.
- Our hybrid architecture, which depends on the use of our transmitters and our ability to calibrate signals transmitted by third parties, is unproven, may **differ from** not perform well and may cost significantly more than our initial estimates.
- We face intense competition in our market ~~from multiple sources~~, especially from competitors that offer their location services for free, which could make it difficult for us to acquire and retain customers and end users.
- We ~~are heavily reliant~~ **face competition from multiple sources**.
- **We rely, in part, on third parties, including AT & T, Verizon and Amazon Web Services for distribution** a variety of our **services to FirstNet @ customers** products and business operations, as well as on a limited number of key vendors for timely supply of components necessary for our offerings.
- Our services may not continue to be adopted or retained by wireless carriers and device vendors for E911.
- Our Pinnacle service in smartphones ~~and other mobile devices~~ relies on the availability of barometric pressure measurements and 2D location being made available to us or our customers.
- ~~Our~~ **Distribution and marketing of, and access to, our** services **in smartphones are** ~~full potential is contingent on our distribution partners’ and customers’ access to a variety of third- party platforms, in particular, mobile application stores. If these third parties limit, prohibit, or otherwise interfere with or change their policies in any material way, it could adversely affect our business, financial condition, and results of operations.~~ **full potential is contingent on our distribution partners’ and customers’ access to a variety of third- party platforms, in particular, mobile application stores. If these third parties limit, prohibit, or otherwise interfere with or change their policies in any material way, it could adversely affect our business, financial condition, and results of operations.**
- **We rely on a limited number of key vendors, including Amazon Web Services, for timely supply of components or services for our service offerings. If these vendors experience problems, we could fail to obtain the equipment and services, which creates a number could adversely affect our business, results** of uncertainties **operations** and potential risks **financial condition**.
- Our services are available within defined network footprints, and if we are not able to deploy new infrastructure, we will not be able to expand our service area.
- There is no guarantee that TerraPoINT service will be sold to commercial or additional government users or achieve broad commercial support in the United States or internationally.
- There is no guarantee that Federal and state government resilient **positioning, navigation and timing (“PNT”)** programs **or our current commercial opportunities** will result in procurements **or that result** in the adoption of our services or revenue to us, and the process that may result in such adoption or revenue may be delayed.
- Our business depends on the use of location by a wide range of applications, **including public safety and E911 applications, and which may include mobile marketing applications in the future**. Related privacy **Privacy** concerns **relating to location data, generally, and our technology** could damage our reputation and deter current and potential users from using our products and applications.
- Natural or man- made disasters, ~~including cyber- security attacks or terrorist attacks~~ could have an adverse effect on our business.
- **Significant** Actual or perceived disruptions of our information technology systems or data security incidents, **or the perceived failure to adequately protect personal information or other confidential or proprietary data,** could ~~have~~ **trigger contractual** an and adverse effect on **legal obligations, harm our reputation, subject us to liability, cause us to modify** our business **practices and otherwise adversely affect our business, financial condition and results of operations**.
- ~~Our~~ **We may become subject to litigation arising out of any security breaches, which may adversely affect our business.** ~~Our~~ **We maintain** insurance policies **to cover certain losses relating to our information technology systems, but there is no certainty that our policy** limits **will** ~~may not~~ be sufficient to cover **all** any related liabilities **that we may face as the result of security incident and there is no assurance that we will be able to maintain our current policies or secure new policies in the future**.
- We depend on the availability of personnel with the requisite level of technical expertise in the telecommunications industry. **We depend**, as well as on key members of our senior management team, **and our performance could be adversely impacted if they depart and we cannot fail to retain such key members and /or fail to find suitable replacements**.
- The failure to successfully obtain, maintain and enforce intellectual property rights and defend against challenges to our intellectual property rights could adversely affect us.
- Our results could be adversely impacted as a result of increased inflation and supply chain pressures ~~pressure impacting our or our vendors’ expenses and availability of resources and components~~.
- **The failure to successfully obtain** Military action in different

regions of the world, **maintain** including Ukraine and the Middle East, **enforce intellectual property rights** and the resulting geopolitical **defend against challenges to our intellectual property rights could adversely affect us**. • **Global economic conditions** may directly or indirectly increase our risks from supply chain, cybersecurity, foreign currency fluctuations, or other factors. • Strategic transactions, including **mergers** the Asset Purchase Agreement dated March 7, **acquisitions** 2024, wherein we agreed to acquire an additional 4 MHz of M- LMS spectrum licenses in the 900 MHz band **and divestitures**, involve significant risks and /or uncertainties that could adversely affect our business, **financial condition, results of operations, cash flows and equity**. **iii Risks Related to Legal and Regulatory Matters** • Our business depends on access to radio spectrum to provide certain of our location services and access to such spectrum **on a nationwide basis is not a certainty**. • **Our ability If we are able to convert fully utilize our spectrum by leveraging signal transmissions to a 5G NR signals platform, the FCC may not permit us to provide realize all of the benefits of our 5G NR architecture, including the additional transmission of high- throughput non- PNT- related voice and data alongside our PNT data services in addition to position, navigation and timing will require changes to the rules of the Federal Communications Commission (“ FCC ”) and spectrum license modifications, including changes with respect to those licenses that we are seeking to acquire pursuant to the Asset Purchase Agreement dated March 7, 2024. These FCC actions are not a certainty**. • Our FCC licenses authorize the use of radio frequencies that are shared with other radio services, which could result in harmful interference and impairment to our use of our licensed spectrum. • Our LMS licenses are subject to renewal **by the FCC and no certainty exists that we will be able to secure ongoing renewals of our licenses**. • **Our retention and use of our LMS licenses has been the subject of ongoing objections by third parties that could result in the revocation or non- renewal of our LMS licenses**. • **Many of our LMS licenses are subject to end- of- term build- out requirements maintained by the FCC and no certainty exists that we will be able to secure ongoing renewals or comply with such the build -out requirements**. • **Our retention and use of our LMS licenses has been the subject of ongoing objections by third parties that could result in the revocation or for all non- renewal of our LMS licenses and may impact our ability to modify our licenses**. • A portion of our business plan targets government customers, which subjects us to risks, including early termination, audits, investigations, sanctions and penalties. • We and our service providers **handle collect, process, transmit, and store** personal information, which creates legal obligations and may give rise to additional costs and liability. **Failure to comply with federal, state and foreign laws and regulations relating to privacy and data protection could adversely affect our business and its financial condition**. • **Our business is subject to a wide variety of additional extensive and evolving government laws and regulations. Failure to comply with such laws and regulations could have a material adverse effect on our business**. • We are subject to stringent U. S. export control and economic sanctions laws and regulations. **Unfavorable changes in these laws and regulations or U. S. government licensing policies, our failure to secure timely U. S. government authorizations under these laws and regulations, or our failure to comply with these laws and regulations could have a material adverse effect on our business, financial condition and results of operations**. • We are exposed to risks related to geopolitical and economic factors, laws and regulations and our international business subjects us to numerous **political and economic factors, legal requirements, cross- cultural considerations and other** risks associated with doing business globally. **Risks Related to our Common Stock** • If we issue and sell additional shares of our **Common common Stock stock** in the future, our existing stockholders will be diluted and our stock price could fall. **Further, certain of our Warrants are exercisable, which could increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders**. • Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. • We have never paid dividends on our capital stock, and we do not anticipate paying any cash dividends in the foreseeable future.

iv PART I Item 1. Business. Overview We are the market leader in delivering resilient, next generation, complementary positioning, navigation and timing (“ PNT ”) solutions designed to overcome the limitations and vulnerabilities of the existing space- based Global Positioning System (“ GPS ”) and Global Navigation Satellite Systems (“ GNSS ”). **We are evolving our complementary PNT solutions to use 5G New Radio (“ 5G NR ”) technologies (“ NextGen ”), in conjunction with our Petition for Rulemaking filed with the FCC, to update and reconfigure the Lower 900MHz band and our spectrum licenses. We expect the evolution of our platform to NextGen will significantly improve the efficiency, flexibility, and scale of our operations, technically enabling the delivery of high- quality PNT based on a 5G broadband network. Our NextGen solution is being designed to allow one or more partners to integrate our Lower 900 MHz spectrum into their 5G networks. We expect that this will result in wide- scale availability of both complementary PNT services and additional broadband capacity.** Our complementary PNT solutions are built on a deep asset base, **including** which we are evolving to utilize 5G New Radio (“ 5G NR ”) technologies. We expect the evolution of our platform to 5G NR to significantly improve the efficiency and flexibility of our operations, technically enabling the delivery of high- bandwidth data services simultaneously with our industry- leading PNT solutions. Since the inception of NextNav, LLC in 2007, we have secured valuable Federal Communications Commission (“ FCC ”) licenses for. **Our licenses include** a contiguous 8 MHz band block of 900 MHz M- LMS spectrum covering over 90 % of the U. S. population, **and on March 7, 2024, we signed an agreement, subject to appropriate regulatory approvals, to acquire an additional 4 MHz of M- LMS licenses covering part of the U. S. population. On April 16, 2024, we petitioned the FCC to commence a rule making to reconfigure and update the rules governing the Lower 900 MHz band plan to allow us to utilize a 15 MHz nationwide configuration for both PNT and 5G broadband (“ Petition ”). The Petition is subject to an ongoing FCC regulatory review process. We believe that modernizing the Lower 900 MHz band will simultaneously enable a high- quality terrestrial PNT network to complement and back up GPS, address a critical national security vulnerability, and add 5G broadband capacity. We have been granted more than 180-145 patents related to our systems and services, and standardized certain of our TerraPoINT technology technologies in with the 3rd Generation Partnership Project (3GPP), the a global telecommunications standards- setting body. The impact of GPS on the U. S. economy may exceed was nearly \$ 1 . 4 trillion annually in the**

aggregate between 1984 and 2017, according to a NextNav extrapolation of our data from a National Institute of Standards and Technology (“NIST”) - sponsored study conducted by RTI International (“RTI”), and the European Commission has estimated a similar the annual impact on the economy of the European Union in its 2018 budget process as EUR1.2 trillion. The usage of GPS services is also rapidly expanding, with its presence in devices in the U. S. increasing from 600 million devices to 900 million devices between 2015 and 2019, according to information presented to the National Space- Based PNT Advisory Board by the National Coordination Office for Space- Based PNT. PNT resiliency is now a priority of the U. S. Federal Government and is rising in priority in the European Union, non- European Union countries in Eastern Europe and in other parts of the world due to both the demonstrated vulnerability and lack of local control of space- based signals and systems. Critical infrastructure, including communications networks and power grids, require a reliable GPS signal for accurate timing. A failure of GPS could be catastrophic, and there is no comprehensive, terrestrial backup that is widely deployed today. The Department of Homeland Security has also classified the PNT vulnerabilities from GPS as cyber security threats, and the U. S. Department of Transportation (“DoT”) has also outlined a Complementary PNT Action Plan, among other key federal initiatives. Higher performance and availability will continue to expand the reach and value of PNT solutions, while terrestrial resiliency is essential to protect the vast economic activity that is reliant on GPS. We are targeting a global addressable market that is greater than \$100 billion. Simultaneously, demand for wireless data services continues to grow. The backbone of wireless data services, electromagnetic spectrum, is a finite resource. Our spectrum licenses, which lie in the Lower 900 covering 919.75-927.75-MHz band, are referred to as “low- band spectrum.” There is a finite amount of low- band spectrum available, and it low- band spectrum has favorable coverage characteristics compared to higher frequencies, including the ability to provide services indoors and at over greater distances. These characteristics result in its ability to be used for coverage and to be deployed more economically, with higher- frequency spectrum often used to provide additional capacity in targeted locations. Our The transition to 5G NR for our PNT services will provide a technical capability basis for us to support simultaneously offer broadband data services in our band, which, subject to appropriate regulatory approvals, may allow the us to utilize our spectrum to be utilized to help meet the continued, growing demand for wireless data capacity. We As we evolve our technology platform to NextGen and pursue regulatory changes to the Lower 900 MHz band and our spectrum licenses, we continue to deliver differentiated high- quality PNT solutions services through our network- based Pinnacle and TerraPoiNT solutions. Our Pinnacle system solution, launched in partnership with AT & T Services, Inc. (“AT & T”) as part of its FirstNet® initiative, can provides- provide accurate altitude service to any device with a barometric pressure sensor, including most off- the- shelf Android and iOS smartphones, appropriately specified Internet of Things (“IOT”) devices, as well as vehicles and other equipment. In 2021, we launched our Pinnacle network in partnership with AT & T Services, Inc. (“AT & T”) for FirstNet®, the nationwide, interoperable public safety broadband network. Our Pinnacle network covers over 90 % of commercial structures over three stories in the U. S. Our Pinnacle system, and in addition to FirstNet®, our network is being primarily used for public safety applications, including enhanced 911 (“E911”) by for Verizon Communications, Inc. (“Verizon”), and a growing number of devices operating on the remaining national cellular network providers. Pinnacle has also been adopted by a growing number of public safety apps, commercial apps, and is available on multiple app development platforms. Our Pinnacle network is an important component of our PNT resiliency services, and is being evaluated as a persistent PNT characterization platform. We believe that continuing integration of our Pinnacle service into devices and applications will support revenue growth over the coming year. Our TerraPoiNT system is a terrestrially -based dedicated, complementary PNT network designed to overcome the limitations inherent in the space- based nature of GPS. GPS is a faint, unencrypted signal, which is often unavailable indoors, distorted in urban areas, and vulnerable to both jamming and spoofing. TerraPoiNT overcomes these limitations through a network of wide area location transmitters that broadcast an a PNT signal on our licensed Lower 900 MHz M- LMS spectrum. Unlike GPS, the TerraPoiNT signal can be reliably received indoors and in urban areas, is difficult to jam or spoof compared to GPS, and can support signal authentication (e. g., encryption). Further, the TerraPoiNT signal can embed Pinnacle information to provide a full 3D three- dimensional PNT solution. TerraPoiNT offers positioning, navigation and can be configured to provide NIST- traceable timing services independently of GPS. We believe that these capabilities, whether as a more robust primary solution or as a backup in the event of GPS disruptions, are essential due to the economy’s reliance on GPS for location and precision timing. GPS resiliency is increasingly a U. S. national security priority, and is rising in priority in the European Union, non- European Union countries in Eastern Europe and in other parts of the world due to both the demonstrated vulnerability and lack of local control of space- based signals and systems, highlighted by recent events in Ukraine, the Middle East and elsewhere. Critical infrastructure, including communications networks and power grids, require a reliable GPS signal for accurate timing. A failure of GPS could be catastrophic, and there is no comprehensive, terrestrial backup that is widely deployed today. TerraPoiNT received the highest scores in testing by the U. S. Department of Transportation (the “DoT”) reported in 2021 regarding potential PNT backup solutions, in each category tested, and was the only solution evaluated capable of providing the full set of services provided by GPS. As of March Continuing our engagement with the DoT, in 2024, we were awarded a contract to establish performance characteristics for TerraPoiNT is deployed and available, with metro- wide service to allow DoT to incorporate our solutions into a clearinghouse of solutions defined in the DoT Complementary PNT Action Plan, for potential San Francisco Bay Area and select services available in 92 total markets nationally. It is also in use by Federal government customers the National Aeronautics and Space Administration (“NASA”) at its Langley Research Center in Hampton, VA for drone operations research and at its Ames facility in Mountain View, CA, leveraging our network in the Bay Area. On October 31, 2022, we acquired Nextwave, SAS, a French société par actions simplifiée (as subsequently renamed, “NextNav France”), a privately held global leader in low- power geolocation, and completed integrating the NextNav France team into our existing engineering and technology organization during 2023. NextNav France provides advanced geolocation solutions to IOT modem and digital signal processor vendors and end IOT users. We believe that the combination

of our technology with NextNav France's LTE / 5G capabilities will assist us to evolve our system to align with 5G NR. NextNav France's intellectual property also included a "soft GPS" capability, allowing GPS processing on LTE and 5G NR chipsets, reducing the cost and power requirements for certain types of GPS services for IOT devices. We have licensed this technology to chipset vendors, including a global Tier 1 LTE and 5G NR modem vendor. We expect to start to see the results of these licensing arrangements in 2024. Our Strategy Domestically, we operate primarily as a facilities-based service provider, leveraging our intellectual property, spectrum assets, and partnerships with key customers. Our target customers include wireless carriers, applications developers, and adjacent businesses selling PNT products and systems to end users, and Federal, state, and local governmental entities. Subject to regulatory approvals and the successful evolution of our technology to align with 5G NR standards, our **NextGen platform and** spectrum can be used to offer **both high- quality PNT and** high- bandwidth data capabilities. We deploy sensor and network capabilities, either directly or with our customers and partners, and license access to our technologies and the data generated by our networks to our customers. Internationally, we provide equipment, software, and services to our customers to enable them to partner in the operation of our systems in their home markets. The key elements of our strategy include: • Continue to build on our leadership in complementary PNT. We anticipate that the expanded availability of our systems, **especially NextGen,** will **continue to** provide enhanced value to existing customers and open new vertical markets. In addition to our relationship with FirstNet®, built with AT & T, and our public safety offerings, we are continuing to grow our E911 service, including with Verizon, and have licensed our technology to devices operating on the remaining nationwide wireless carriers. **In July 2024, we were awarded a contract by the DoT to establish performance characteristics for TerraPoiNT to enable the DoT to incorporate our solutions into a future DoT PNT clearinghouse, which will facilitate purchase of complementary PNT by U. S. Federal agencies.** We are **working plan to continue to work** closely with the DoT and the U. S. Department of Homeland Security ("DHS"), among other agencies, as well as the U. S. Congress, to drive our PNT solutions to **be become** a critical component of national **complement and** backup capabilities for GPS, with government action expected to be a precursor to broader adoption by commercial enterprise, IOT and critical infrastructure customers. Redundancy to space-based PNT systems is rising in priority in the European Union, non-European Union countries in Eastern Europe and in other parts of the world due to both the demonstrated vulnerability and lack of local control of space-based signals and systems, highlighted by recent events in Ukraine and the Middle East, while MetCom, our partner in Japan, continues to build their services and asset base utilizing our technologies. • Evolve our system to be fully aligned with 5G NR standards. We built the original technology for our TerraPoiNT system to maximize compatibility with the GPS ecosystem. With the integration of technologies acquired with NextNav France, we demonstrated the ability to combine elements of a dedicated positioning system with cellular signals to improve service reach, reduce initial deployment cost and potentially expand the number of addressable devices. We are now further evolving **Evolving** the technical foundation of our system to 5G NR. This will allow us to **continue to provide high- quality PNT services in conjunction with**, while extending the use of our spectrum by enabling data capacity similar to other 5G **broadband services** NR communications systems. We anticipate that this may allow us to significantly increase the scope of potential customers and partners, **reduce our time to market,** improve the geographic coverage of our business, and align our operations with the mainstream global cellular ecosystem. **Collectively, we anticipate these benefits will increasing increase** the potential reach of our services. **We expect to operate our NextGen PNT services in partnership with one or more broadband partners.** • Continue seeking ways **Pursue the completion of our petition before the FCC to modernize rules governing the Lower 900 MHz band. It is a priority of the Company to secure appropriate regulatory approvals** to maximize the **value use** of our spectrum **and enable** licenses. NextNav will continue to evaluate ways to enhance the **value delivery of a widescale complementary PNT solution over a** its spectrum licenses, including by taking full advantage of the opportunities presented by implementing 5G NR **broadband deployment. We are engaged with the FCC, stakeholders in the Lower 900 MHz and band pursuing additional uses, and other stakeholders in the industry in seeking to ensure the availability of our licensed spectrum wide- scale complementary PNT services.** Industry Background PNT services are used in nearly every facet of our economy. Cellular and electrical distribution systems depend on GPS- based timing, the mobile app economy relies on location to create innovative services and to drive data and advertising revenue, and public safety and E911 saves lives every day with the use of location services. GPS has powered the global economy for nearly 40 years. Without high- precision timing from GPS, cellular systems would quickly fail and the distribution of electricity would be impacted, while GPS- based location facilitates everything from aviation and wireless 911 location to the mobile app economy. Based on research performed for NIST by RTI in 2019, for example, GPS alone is calculated to have provided nearly \$ 1. 4 trillion to the U. S. economy **in the aggregate** between 1984 and 2017, with nearly a quarter of that value, exceeding \$ 300 billion, delivered in the last year of their analysis. **In Applying the average 2015-2018 -2017 growth rate from, the European Union estimated the economic contribution of "GNSS" to the their economies** NIST RTI analysis implies that the 2021 domestic value provided by GPS was approximately \$ 700 billion and the 2023 value is expected to be **EUR1** approximately \$ 1. 1-2 trillion. Driving that growth has been the significant adoption of GPS in devices of all kinds, growing from 600 million devices in 2015 in the U. S. to 900 million devices in 2019, according to information presented to the National Space- Based PNT Advisory Board by the National Coordination Office for Space- Based PNT. **GPS and GNSS** This is consistent with analysis performed by the European Commission, which estimated the contribution of global navigation satellite services, however, have inherent, demonstrated vulnerabilities that **put these and other space- based services at risk. In October 2024, we commissioned The Brattle Group ("GNSS- Brattle") in, an economic consulting firm, to calculate the European Union was approximately EUR-economic value of a terrestrial PNT backup and complement to GPS. In its 2024 report, Brattle focused on two broad groups of benefits: (i) the value to specific segments of the economy; and (ii) the value to the military. Brattle estimated that a one- day global GPS outage could cost the American economy \$ 1. 2-6 trillion billion in 2018. GPS and GNSS services, however, have inherent limitations due to their faint signal and NextNav the geometry of the orbital satellites especially near the Earth's terrestrial**

PNT proposal could prevent a loss of \$ 663 million to surface. This results in poor performance, especially in urban environments, indoors, and other the locations where precise altitude determination American economy. For a 30-day outage, the loss could be as large as \$ 58. 2 billion, and the NextNav proposal could prevent \$ 31. 9 billion of that loss. Given the probability of outage events, Brattle estimated the value to the American economy of the proposed terrestrial PNT approach to be \$ 10. 8 billion. Brattle found that the value of added resilience to the military is essential \$ 3. The increasing demand 8 billion, based on the military's willingness to pay for location services has resulted in GPS resilience and anti-jamming capabilities. According to Brattle, the development total quantified value of a number of supplements and alternatives to traditional GPS backup is \$ 14. 6 billion Simultaneously, wireless technologies, especially those deployed by cellular service providers, have evolved significantly from their initial deployments. Meanwhile With LTE, and more recently 5G NR technologies are also driving enhanced network performance, capacity, and efficiency across multiple industry verticals. 5G NR new features, including positioning, are supported to enable enables a wide variety of services over the same wireless low-latency, high-throughput connectivity. The technology also improves spectral efficiency, which allows operators to increase returns on investment in licensed spectrum bandwidth, with the potential and, in NextNav's case, to improve both the density and availability of PNT signals. The technology can also support many different applications, including ultra-reliable low-latency communications (URLLC), enhanced mobile broadband (eMBB), and improve the massive machine-type communications (mMTC). These capabilities permit 5G NR to support high-performance broadband services as well as emerging use cases in autonomous systems, industrial automation, and the Internet of searc wireless spectrum Things (IoT). Our Solutions Our location systems have been engineered and deployed to provide comprehensive solutions to the limitations and vulnerabilities inherent in GPS and other satellite-based services. Key GPS limitations include: • Low signal strength resulting in poor building / indoor penetration, limitations in urban areas; • Vulnerability to jamming; • Poor vertical accuracy in most devices, which impacts any service where altitude is relevant (e. g., multi-level structures, vertical separation in low-altitude aviation); • The primary consumer GPS signal is unencrypted, resulting in poor location security and spoofing; • Inherent physical vulnerability due to few, isolated transmitters; and • Single point of failure for a wide range of PNT services. Isolated solutions to various aspects of the limitations to GPS-based positioning have been deployed, but none carry the primary benefits of GPS, which are high performance across a wide area and availability to a wide range of devices for PNT services. Our current service platforms include Pinnacle, our altitude (z-axis) solution, and TerraPoiNT, which is similar to a terrestrial GPS constellation, and we are developing NextGen, which is being designed to bring complementary, high-quality PNT capabilities to a standards-based 5G NR broadband platform. Both systems We expect our NextGen solution to offer metro-wide wide-scale service, are be inherently secure and can provide universal-broad service access to all types of appropriately-equipped devices that use location services, including consumer devices such as smartphones. As part of We are evolving our acquisition of NextNav France operations to NextGen, which utilizes 5G NR technology. Once fully realized, we also acquired expect 5G NR-based NextGen services to result in wide-scale geographic deployment and broad 5G device compatibility. PNT systems are the core services provided by GPS, and NextGen can be thought of as a low-shared, land-power-based GPS processing technology satellite constellation, operating simultaneously with 5G broadband data services. We expect that has been licensed NextGen services will be naturally resilient to service disruption and significantly more resistant to jamming than GPS. If GPS is disrupted or destroyed, a NextGen transmitter Tier 1 global chipset vendor. This technology enables IoT devices to get GPS position fixes at lower power, in lower cost devices. Pinnacle is our z-axis designed to continue to operate and provide similar service within the NextGen service area. If one NextGen transmitter is disrupted, service is designed to continue from other nearby transmitters. Thus, there is the potential for both local - and axis service, a dedicated vertical positioning network to cover entire metropolitan areas. Pinnacle provides devices equipped with a barometric pressure sensor with the highest quality wide-area altitude resilience embedded in the basic system design. Our NextGen service services are expected to leverage proven cellular infrastructure, which has been designed to provide wide-scale coverage, and will be able to complement GPS by extending PNT available availability in to urban canyons and indoor locations where GPS reception is challenging. 3 We anticipate NextGen will increase our spectrum utilization significantly, allowing us to offer both high-quality PNT services and broadband data using the same spectrum. This increased data transmission capacity could be used, subject to FCC approval, to provide the other types of 5G NR- U. S. market today-based two-way voice and data transmission services while simultaneously improving our PNT capabilities on a CTIA / FCC "911 Location Test Bed, LLC Report on Stage Z" from 2018. Our plans service is now available in the top- to deploy NextGen with one or 105 major U. S. markets, which include more broadband data partners could result than 4, 400 cities and more than 90 % of commercial buildings that exceed three stories. In November 2022, Pinnacle service was launched by MetCom in minimal capital expenditures Japan, with expanded geographic service available in 2023. 3 Because our Pinnacle technology relies on measurements available with the hardware currently used in most mobile phones and tablets, it can be made available for mass market applications, as well as enterprise, public safety and other applications. Our Pinnacle service can be delivered to customers in this segment over an applications programming interface ("API") or via an SDK integrated into the relevant applications. To expand access to and use of our Pinnacle services, we work closely with sensor vendors to provide input on key sensor performance factors necessary to produce optimal Pinnacle services. We also recently launched the NextNav Certified™ program. The NextNav Certified™ program allows pressure sensor vendors to perform a set of tests monitored by us related to -If a vendor meets the criteria for performance operation of our high-quality PNT services, while adhering to our wireless broadband partners could benefit from the proven economics of additional broadband capacity test procedures, the vendor can display the NextNav badge on its website and use the endorsement in its marketing to device vendors. Bosh Sensorsee, InvenSense Goertek and ST Microelectronics currently offer NextNav-Certified™ sensors. TerraPoiNT is our full prior-generation 3D PNT system, which was standardized in the global telecommunications standards group, 3GPP, Release

13 as Metropolitan Beacon System (“ MBS ”). The current technical specification for TerraPoiNT was designed to maximize compatibility with GPS and the other GNSS receivers standard MBS signal, or Interface Control Document, can be downloaded from ATIS, the North American affiliate to 3GPP. We have are in the process of evolving TerraPoiNT to 5G NR-based technology. We license licensed elements of our receiver technology to third- party chipset providers and device vendors, typically with no per device royalty, to enable the reception of our signal on their devices. Positioning, navigation and timing are the core services provided by GPS, and TerraPoiNT can be thought of as a dedicated, land- based GPS satellite constellation. In the United States, this service operates on 8 MHz of contiguous LMS spectrum licensed to us in the 900 MHz band and covering more than 90 % of the U. S. population (see “ Radio Spectrum ” for more information about these licenses). We have deployed a wide area TerraPoiNT network in two markets in the San Francisco Bay Area and in smaller networks in 90 additional markets throughout the U. S. We are also supporting a pilot program with our joint venture partner in Japan, MetCom, to enable a possible permanent spectrum allocation. 4 TerraPoiNT service is made available through a highly distributed terrestrial network of transmitters, and is naturally resilient to service disruption and significantly more resistant to jamming than GPS. If GPS is disrupted, or destroyed completely eliminated, a TerraPoiNT transmitter continues to operate and provide similar service within the TerraPoiNT service area. If one TerraPoiNT transmitter is disrupted, service continues from other nearby transmitters. Thus, there is both local and national resilience embedded in the basic system design. By operating Pinnacle provides devices equipped with a barometric pressure sensor and software connected to our systems with high quality wide- area altitude service. This service is currently available in the top 105 major U. S. markets, which include more than 4, 400 cities and more than 90 % of commercial buildings that exceed three stories. In November 2022, Pinnacle service was launched by MetCom in Japan. The technologies underlying Pinnacle are integrated into our TerraPoiNT services and are planned to be incorporated into NextGen. Because our Pinnacle technology relies on measurements available with licensed spectrum and transmitting terrestrially in the lower 900 MHz hardware currently used in most mobile phones band- and tablets, it can be made available the TerraPoiNT signal is significantly more difficult to disrupt than space- based signals. TerraPoiNT was initially designed for mass market applications maximum compatibility with GPS and other GNSS receivers, previously demonstrated by Broadcom on a version of their 4775 platform and GCT’ s GDM7243i, among other platforms. We expect to evolve the TerraPoiNT system to 5G NR, resulting in potentially broader receiver compatibility. This evolution will enable the TerraPoiNT signal to be processed by the hardware used to process 5G NR signals. We anticipate that such an evolution would increase our spectrum utilization significantly, allowing us to offer a data capacity as well as enterprise PNT capabilities using the same spectrum. This increased data transmission capacity could be used, public safety subject to FCC approval, and to provide other applications types of 5G NR- based two- way voice and data transmission services while maintaining or improving our PNT capabilities. Our The expansion of the TerraPoiNT network build- out will require significant investment; however, as with our Pinnacle system, we anticipate exploring partnership opportunities as part of that service is delivered to customers over an applications programming interface (“ API ”) or via a software deployment development. We believe that kit (“ SDK ”) integrated into the relevant applications evolution to 5G NR may increase the number of such potential opportunities. Privacy and Data Security We understand that protection of data and privacy is critically important to the end- users of our services. Our core privacy principles are: ● 1- Transparency: We are transparent about our data practices, and we comply with our privacy policies and agreements so customers and business partners can make informed decisions. ● 2- Control: We have implemented appropriate means for our customers and business partners to control relevant personal and business information. ● 3- Security: We endeavor to protect the data entrusted to us by using strong security protocols. NextNav maintains a cybersecurity team, responsible for threat monitoring, protection of internal and customer- facing systems and third- party compliance testing of NextNav’ s cyber security controls. ● 4- Compliance: We respect and comply with local privacy laws, ensuring that privacy- by- design is a core consideration as we develop our products and services. ● 5- Consent: We require appropriate opt- in consent for the provision of all of our services, consistent with the requirements of local law. 5-Based on industry best- practices, we have implemented multilayered administrative, physical, and technical security measures to protect data. Data access is implemented with the rule of “ least privilege, ” and we isolate data by service, business function and customer agreement. Our data is encrypted both at rest (locally on the device and on the server) and in transit. 4 Manufacturing and Network Operations Our services are provided in part through equipment we design, generally manufactured under contract by domestic vendors in the United States. The Pinnacle altitude stations provide a high- performance reference for altitude determination at low cost. The TerraPoiNT beacons are sophisticated broadcast transmitters that incorporate a very accurate timing system to provide a signal that is similar to that provided by GPS in a terrestrial transmitter. These units are designed to be integrated with our cloud services platform and managed by software that we designed and created for these systems. Our Pinnacle network is primarily operated in partnership with AT & T. The Pinnacle altitude stations are co- located at AT & T wireless sites and take advantage of the power systems, including battery backup and generators, at the AT & T sites. We monitor the Pinnacle network health through our network operations center (“ NOC ”) and work with AT & T to resolve any issues that may arise. Connectivity among the Pinnacle altitude stations, our cloud service platform, and our NOC are enabled through wireless connections, currently provided by AT & T. We are not required to use AT & T wireless sites for network expansion and may establish new service areas through independently -acquired site leases or with other partners. Our TerraPoiNT network is deployed, operated, and maintained by us. The equipment is installed at traditional wireless sites with a mix of towers and rooftops. We monitor the network health through the same NOC as the Pinnacle network and directly dispatch our employees or maintenance contractors if needed. We anticipate operating our NextGen services in partnership with one or more broadband data providers. We anticipate that the radio network infrastructure will be deployed, and the broadband services operated, by such broadband data providers. We plan to utilize these facilities to operate our PNT services, the signal for which will be embedded in the 5G NR broadband transmission. AT & T Relationship We have entered into a series of agreements with AT & T to provide our

Pinnacle services to FirstNet®, built with AT & T, and to enable the co-location of elements of our network at AT & T's wireless sites. By co-locating the Pinnacle equipment at AT & T wireless sites, we were able to accelerate the nationwide deployment of our services and significantly reduce the ongoing operating costs associated with the Pinnacle system. 6-Our AT & T agreements provide for: (i) AT & T's marketing and resale of Pinnacle services to FirstNet® subscribers and certain pricing requirements for our SDKs based on the quantity of usage, revenue sharing, compliance with data rights and privacy, and support requirements; and (ii) AT & T hosting of Pinnacle equipment for altitude determination at AT & T sites, at no recurring cost to us. We have provided AT & T with performance assurances and certain intellectual property and transition support rights in the event we are unable to continue providing services to AT & T, have significant service outages, or engage in transactions with certain persons. The parties also entered into escrow arrangements on customary terms for intellectual property storage and verification of the deposited escrow materials in various different escrow "lockers," which could be accessed by AT & T based on different conditions on which the draw down could be made. In 2019, we entered into an equipment hosting agreement with AT & T that has a seven-year term (subject to earlier termination after three years in certain circumstances), expiring in October 2026. Under the terms of the equipment hosting agreement, AT & T is providing all site-related services during AT & T's continued use of the service. Our services agreement with AT & T for distribution of our services to FirstNet® customers expires in , has been extended to October 24, 2025.

Competition and Competitive Advantages The geolocation **GPS and GNSS services are broadly used across a large number of both industry-industries is highly competitive and specific use cases, however, multiple technologies provide, or are planned to provide, services to complement and backup GPS. Depending upon the specific use case, we both compete with incumbent and complement other geolocation services like GPS, Wi-Fi, and cellular signals, augmented by other sensor inputs, as well as part of other-- the "system of systems" required companies who are new entrants into the market seeking to provide a comprehensive solution to this market the same needs as we are. Key** The increasing demand for location services has resulted in the development of a number of supplements and alternatives to traditional GPS. The primary candidates for GPS backup technologies **participating in this segment** are based on approaches that are significantly different than the technical approach adopted by us. These competitive technologies include **enhanced long-range navigation ("eLORAN"), low Earth orbit ("LEO") satellite systems, and various short-range commercial systems.**

- **eLORAN**—eLORAN is an advanced version of the World War II-era hyperbolic radio navigation system that was developed in response to the perceived vulnerability of the GNSS systems. eLORAN **has historically been targeted towards maritime and aviation applications. If deployed, eLORAN may also be well-suited to long-** like its predecessor, uses very low frequencies (in the 100-kHz-range **time distribution**), but has an advanced receiver design and transmission characteristics, which increase the accuracy and usefulness of traditional LORAN. These enhancements make it a suitable substitute for GPS. Because eLORAN requires larger antennas and form factors for its receivers, it does not have the same versatility as our solutions. It is more suited to, for example, the maritime environment.
- **LEO Satellite Systems**—Low Earth orbit ("LEO") satellite systems offer primarily timing service based on signals transmitted from LEO satellite constellations, transmitted in the L-Band. Because it is in a lower orbit, the-LEO **systems potentially offer global coverage. However, for use cases requiring terrestrial signal strength is much stronger than GPS. their** allowing for improved reception in urban areas and limited indoor reception. The primary limitation of LEO-based systems is that they remain a satellite-based signal **signals are**, so the signal is not as strong as **a-those from** terrestrial-based system **systems**. In addition, **LEO systems are subject to similar physical vulnerabilities as GPS** an add-on technology, its design is not as flexible as a dedicated system.
- **Commercial Location Systems**—Commercial location systems generally include **including legacy** cellular systems, crowd-sourced systems and locally managed systems. Cellular systems may use signals from 4G/5G transmitters to extract location information in the immediate vicinity of such 4G/5G transmitters. Cellular systems are **complements to** typically used as a fallback when the GPS signal is not available (e.g., indoors), but **generally rely** do not provide the same accuracy that our solutions provide and are ultimately dependent on **GPS or highly local surveys for**. Crowd-sourced systems, such as those provided by Google and Apple through APIs in their **core performance** mobile operation system platforms, rely on the application of machine learning techniques to location information gathered from mobile devices. These systems are "best-efforts systems" that compare GPS measurements to Wi-Fi access point signal strength, cellular signals and other signals gathered from millions of devices to estimate the location of the access points. Crowd-sourced systems vary considerably in accuracy, offer less accurate vertical positioning information and are subject to degradation if there is an issue with local power and local access points. Locally Managed Systems are systems that rely on the management of lower-power signals, managed WiFi, Bluetooth Low Energy, dedicated beacons with large bandwidth requirements and Ultrawideband to provide location services. These systems are centrally managed by the enterprise or a vendor, and typically offer high accuracy and reliability, but are expensive to deploy and manage, offer only limited coverage, are dependent upon local power sources and are usually only available to the entity that deployed them. Most commercial location systems do not provide an independent timing source, so are limited in their ability to be a viable backup to GPS.

We 5 Other technologies to deliver PNT independently of GPS are under development or in the early stages of testbed deployment. These include the National Association of Broadcasters' Broadcast Positioning Service ("BPS"). BPS seeks to supply PNT signals broadcast from terrestrial television towers using ATSC 3.0, an international standard from the Advanced Television Systems Committee. However, it has been demonstrated that BPS has accuracy limitations relative to GPS. BPS also depends on ATSC 3.0, which is not universally adopted by broadcasters, and has an uncertain adoption pipeline among consumer electronics manufacturers and industry stakeholders. Subject to appropriate regulatory approvals, we believe that our 3D-NextGen solutions solution offer offers a superior alternative to each of these-- the most economically services. The following summary of a report published in 2021 by the DoT characterizes and ranks the different available--- **viable systems-wide-scale**, ranking our service the highest. (1) Weighted score based upon accuracy, availability, product readiness, resilience and security. (2) Weighted score based upon accuracy, availability, product readiness, resilience and security. (3) Market readiness

of Timing Performance using terrestrial **complement** RF broadcast. (4) Mass market readiness for Position AND Timing using terrestrial RF broadcast. (5) Mass market readiness of timing using RF broadcast. (6) Mass market readiness for Timing AND Positioning using RF broadcast. As indicated by the aforementioned results, our solutions offer a differentiated quality over our competitors. We offer significantly better indoor and **backup to GPS** outdoor performance with receivers that **can be adopted in consumer**, at production scale, have reduced power consumption and no incremental cost or size difference with GPS. Our system is also significantly more resilient due to its distributed, metro-oriented architecture. We offer better performance and a much stronger signal, due to its terrestrial deployment. It is also more resilient, and has greater design flexibility as a dedicated system as opposed to a feature added to a legacy communications satellite network. Our solutions are not impacted by the density of third-party access points, building power, or other issues, and are suitable for any device **devices**—from an airplane to a phone to an IOT tracking module. While various competitors may provide individual elements such as altitude, **smartphones. Because** or our timing-only capability **NextGen solution leverages 5G broadband, we anticipate the capital expenditures associated with the network deployment will be associated with our future 5G partnerships, and we do not plan to seek Federal appropriations for the deployment of our NextGen system. While no single solution can complement and backup all GPS use cases**, we believe that we **offer** provide the only solutions addressing full customer requirements around positioning, navigation and **an important** timing. Our solutions are consistently accurate in nearly all environments and conditions. We are well-positioned to compete **component to securing** in our industry based on our core competencies and on the following competitive strengths: • Physical altitude network that covers more than 4, 400 U. S. cities and towns and 90 % of all commercial building in excess of three **the** stories; • Unique nationwide **nation's PNT infrastructure** spectrum asset of 8 MHz of contiguous, 900 MHz LMS spectrum, covering over 90 % of the U. S. population and representing 2. 4 billion MHz-PoPs; • Technological innovation; • Highest performing resilient GPS solution provider as determined by DoT; • Global IP portfolio of more than 180 patents that covers the core technology, network design and services capability; and • Visionary and experienced management team. The combination of these elements puts us in a unique position that cannot be easily replicated. We believe that our collective expertise, coupled with the aforementioned strengths, will allow us to build our business and expand our market opportunity and addressable markets. Intellectual Property Our ability to drive innovation in PNT services depends in part upon our ability to protect our core technologies and intellectual property. We rely upon a combination of patent, trademark, and trade secret laws in the United States and abroad, as well as license agreements and other contractual protections. In addition, we seek to protect our intellectual property rights through nondisclosure and invention assignment agreements with our employees and consultants and through non-disclosure agreements with business partners and other third parties. We regularly file applications for patents and have a significant number of patents in the United States and other countries where we do business. As of December 31, 2023-2024, we had approximately 186-149 issued patents domestically and internationally, which includes approximately 121-129 issued patents in the **US-U. S.** In addition, we had approximately 94-82 pending patent applications, which includes approximately 43 pending patent applications in the U. S. Sales and Marketing We sell our solutions directly to customers or through partners. For example, we **have formed a joint venture maintain an equity interest in our partner** in Japan with **MetCom**, to operate our **TerraPoint high-quality PNT system systems** and **Pinnacle system** for commercial services, **leveraging Sony and Kyocera network infrastructure**. Additionally, we expect existing customers to expand their contracts with us for the deployment of additional services. New service offerings and product features will be introduced over time to increase market share and grow the total addressable market for our services. Our marketing strategies are focused on supporting sales growth by (i) driving awareness; (ii) developing comprehensive sales and marketing content; and (iii) scaling our efforts with our partners and customers. We drive awareness for our solutions and our customers' successes through communications efforts and participation to leading industry standards. Research and Development We have significant in-house capabilities in the engineering and development of location-based technology. The services that we provide are largely based on designs and technologies developed by us for our use, some of which we subsequently standardized. We invest significant resources into research and development programs because we believe our ability to maintain and extend our market share depends, in part, on our continuous innovations. These innovations offer a unique value proposition for our customers and differentiate us from our competitors. Our research and development team consists of **over 77 more than 65** employees, who are responsible for the development of **both the Pinnacle and TerraPoint our high-quality PNT** solutions. Our research and development team consists of talented engineers, scientists, and professionals who have been pioneers in location-based services. Our primary areas of focus in research and development include, but are not limited to: • Radiolocation position and navigation technologies; • Precision timing and time distribution; • 4G / 5G positioning and timing systems; • **5G RAN and core architecture**; • **E911 service delivery**; • Altitude determination, including barometric altitude determination; and • Location verification techniques, including techniques to mitigate spoofing. **6** Human Capital We pride ourselves on the quality of our world-class team and seek to hire employees dedicated to our strategic mission. Our employees typically have significant experience working with location systems. As of December 31, 2023-2024, we employed **111-96** full-time employees, the majority in our headquarters in **McLean Reston**, Virginia and in our facility in **Sunnyvale Santa Clara**, California. Over **77-65** of our employees are engaged in research and development and related functions, and more than half of these employees hold advanced engineering and scientific degrees, including many from the world's top universities. To date, we have not experienced any work stoppages and consider our relationship with our employees to be good. None of our employees are either represented by a labor union or subject to a collective bargaining agreement. Facilities We maintain a distributed workforce with facilities in **McLean Reston**, Virginia, **Sunnyvale Santa Clara**, California, Puteaux, France, Noida, India and Bangalore, India. Our principle executive office is in **McLean Reston**, Virginia. Our corporate offices in Virginia include executive, finance, **and** regulatory **and network deployment** functions, while our California facility hosts our **operations and** technology development **functions**, among other functions. Our French and Indian locations **are** house a mix of employees and contractors focused on software development and

research and development functions. We may add additional facilities in other locations in the future. There are government regulations pertaining to our operation, use, and export of our vertical location and PNT solutions, some of which are currently applicable to us and others that will become applicable to us as we expand our operations. As we expand service to additional countries and regions, we will become subject to additional governmental approvals and regulations. **Radio Spectrum** Certain of our services rely on the use of radio communications spectrum, which is regulated in the United States and in most other countries. In the United States, spectrum access is licensed and regulated by the FCC. We hold radio licenses issued by the FCC that authorize the use of 8 MHz of contiguous spectrum in the 900 MHz band covering more than 90 % of the population in the United States, **and on March 7, 2024, we announced an agreement, subject to appropriate regulatory approvals, to acquire an additional 4 MHz of M- LMS licenses in parts of the United States**. These licenses and the FCC rules impose obligations on us regarding the use of this spectrum, including power and operational limits, ~~coexistence spectrum sharing and interference restrictions~~, build ~~out~~, and usage requirements, and a license renewal obligation. We must comply with these requirements ~~in order~~ to retain access and use of these spectrum resources. **On April 16, 2024, we filed a Petition for Rulemaking with the FCC, seeking to significantly accelerate and expand the availability of our PNT services as a complement and backup to GPS through a modernization of the Lower 900 MHz band, and the configuration and operating rules governing our licenses. The Petition is subject to an ongoing FCC regulatory review process**. In developing highly accurate location information, we collect, process, transmit and store personal information, such as certain individual geolocation information, and other personal information relating to its business contacts, personnel, end users, and website visitors. A variety of federal and state laws and regulations govern the collection, use, retention, sharing and security of this information. The U. S. privacy and data protection legal landscape continues to evolve, with California and Virginia having enacted broad- based data privacy and protection legislation and with states and the federal government continuing to consider additional data privacy and protection legislation. As we expand overseas, our joint venture partners will be subject to foreign data privacy and protection legislation, and we may be as well. **7** Export Our business plans are based in part on the distribution of its services worldwide. We are required to comply with U. S. export control laws and regulations, including the Export Administration Regulations (“ EAR ”) administered by the U. S. Department of Commerce’ s Bureau of Industry and Security and the foreign asset control regulations administered by the U. S. Department of the Treasury’ s Office of Foreign Assets Control. Pursuant to these foreign trade control laws and regulations, we are required, among other things, to (i) determine the proper licensing jurisdiction and export classification of products, software, and technology, (ii) obtain licenses or other forms of U. S. government authorization, or qualify for exceptions, to export our products, software, and technology outside the United States, and (iii) avoid engaging in unauthorized transactions with certain sanctioned countries, territories, entities, and individuals. Violations of applicable export control and sanctions laws and related regulations, which are enforced on a strict liability basis, could result in criminal and administrative penalties, including fines and possible denial of export privileges. U. S. export licenses or license exceptions are required to transfer or make accessible certain of our software source code and technology to our non- U. S. employees. In addition, U. S. export control laws and related licensing policies continue to change, further regulating the export and re- export of our products, services, and technology from the United States and abroad, and increasing our costs and the time necessary to obtain required authorization. See the section entitled “ Risk Factors — Risks Related to Legal and Regulatory Matters ” for additional information regarding the regulatory requirements applicable to us. Business Combination On October 28, 2021 (the “ Closing Date ”), we consummated **a** business combination pursuant to the terms of the Agreement and Plan of Merger, dated as of June 9, 2021, by and among us, Spartacus Acquisition Corp., a Delaware special purpose acquisition company (“ Spartacus ”), NextNav Holdings, LLC, a Delaware limited liability company (“ Holdings ”) and the other parties thereto (the “ Business Combination ”). As a result of the Business Combination, certain blocker entities formed by Holdings equity holders, Holdings and the various operating subsidiaries of Holdings became our wholly owned subsidiaries, with the equity holders of each of such blocker entities and Holdings’ stockholders becoming our stockholders. In connection with the Business Combination, we changed our name to NextNav Inc. and the Nasdaq ticker symbols for our ~~Common~~ **common Stock** and warrants to “ NN ” and “ NNAVW, ” respectively. Corporate Information and Access to SEC Reports We were incorporated under the laws of the State of Delaware in May 2021 under the name “ Spartacus Acquisition Shelf Corp. ” by Spartacus Acquisition Corp., a Delaware special purpose acquisition company, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combinations with one or more businesses or assets. On October 28, 2021, in connection with the closing of the Business Combination, we changed our name to “ NextNav Inc. ” Our principal executive office is located at **1775 Tysons Blvd 11911 Freedom Dr ., 5th Floor Ste. 200, McLean Reston , VA 22102-20190**. Our telephone number is (800) 775- 0982, and our website address is www. nextnav. com. Information contained on, or accessible through, our website is provided for textual reference only and does not constitute part of, and is not incorporated by reference into, this Annual Report on Form 10- K. Our operating subsidiary, NextNav, LLC (a wholly owned subsidiary of Holdings), was formed in October 2007 under the laws of the State of Delaware. In connection with the Business Combination, the various operating subsidiaries of Holdings became our wholly owned subsidiaries. We make our Annual Reports on Form 10- K, Quarterly Reports on Form 10- Q, Current Reports on Form 8- K, and amendments to those reports, available free of charge in the “ Investors ” section of our website as soon as reasonably practicable after we file these reports with the SEC. We routinely post these reports, recent news and announcements, financial results and other important information about our business on our website at www. nextnav. com. Information contained on our website does not constitute part of, and is not incorporated by reference into, this Annual Report on Form 10- K. In addition, the United States Securities and Exchange Commission (“ SEC ”) maintains an Internet website at www. sec. gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. **8** Item 1A. Risk Factors. An investment in our securities involves a high degree of risk. You should carefully consider the following risk factors, together with all of the other information included in this Annual Report on Form 10- K, before you

decide whether to invest in our securities. We may face additional risks and uncertainties that are not presently known to us, or that we currently deem immaterial, which may also impair our business. The following discussion should be read in connection with the financial statements and notes to the financial statements contained elsewhere in this Annual Report on Form 10-K. You should consult your own financial and legal advisors as to the risks entailed by an investment in our securities and the suitability of investing in our securities in light of your particular circumstances. Some statements in this Annual Report on Form 10-K, including such statements in the following risk factors, constitute forward-looking statements. See the section entitled “Cautionary Note Regarding Forward-Looking Statements.” Risks Related to the Business and the Industry We have incurred significant losses since inception. ~~We expect to incur losses in the future, may not be able to achieve or maintain profitability, and may need to raise additional capital to maintain our operations in the future. We have incurred significant losses since inception and until the second quarter of 2021 had not widely commercially sold our solutions.~~ For the years ended December 31, ~~2024, 2023, and 2022 and 2021~~, we incurred net losses of \$ ~~101.9 million, \$ 71.7 million, and \$ 40.1 million and \$ 144.7 million~~, respectively. Furthermore, any expansion of our TerraPoint services will result in increased operating costs. As a result, our losses are expected to continue and we may not achieve profitability when expected, or at all. Even if we do, we may not be able to maintain or increase profitability. ~~We expect~~ Since becoming a public company, our operating expenses ~~have increased, and we expect our operating expenses to continue~~ to increase over the next several years as we scale our operations, ~~and~~ increase research and development efforts relating to new offerings and technologies, ~~hire more employees, and operate as a public company~~. These efforts may be more costly than we expect and may not result in meaningful revenue or growth in our business. Any failure to initiate and increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow. If our future growth and operating performance fail to meet investor or analyst expectations, or if we have future negative cash flow or losses resulting from expanding our operations, this could have a material adverse effect on our business, financial condition and results of operations. We believe that our cash and cash equivalents and marketable securities as of December 31, ~~2023~~ **2024** will be sufficient to meet our working capital and capital expenditure needs, including all contractual commitments, beyond the next 12 months **from the date of filing this Annual Report on Form 10-K**. We expect to meet longer term expected future cash requirements and obligations through a combination of cash flows from operations and issuance of equity securities or debt offerings. However, this determination is based upon internal financial projections of operating cash flows and is subject to changes in market and business conditions. Our ability to obtain debt financing and / or issue equity securities on acceptable terms, or at all, will depend on, among other things, our financial performance and credit ratings, general economic factors, including inflation and ~~prevailing then-current~~ interest rates, the condition of the credit and capital markets and other events, some of which may be beyond our control. **The developing nature of our technology and product services makes it difficult to evaluate our future prospects and the risks and challenges we may encounter**. We have been focused on developing the next generation of **complementary and backup PNT geolocation services utilizing vertical (z-axis) location services and in order for us to be profitable, our services require substantial adoption across disparate industries, and may further depend on the deployment of our NextGen technology**. We ~~Our existing services~~ **have been adopted for E911** only recently begun to commercially market our services, so it is difficult, in consideration of our limited operating history, to evaluate our future prospects and the risks and challenges **public safety customers, but we have not achieved broad adoption across all industries that may encounter be necessary to achieve significant revenue growth or profitability**. Risks and challenges we have faced or expect to face **in connection with commercially marketing our services** include our ability to: **9** • forecast our revenue and budget for and manage our expenses; • attract new customers and retain existing customers; • effectively manage our growth and business operations, including planning for and managing capital expenditures for our current and future infrastructure, and managing our supply chain and supplier relationships related to our services; • effectively manage our spending on sales and marketing in order to address a disparate set of industries; • comply with existing and new or modified laws and regulations applicable to our business; • anticipate and respond to macroeconomic changes and changes in the markets in which we operate; **• secure the FCC rule changes needed to support the deployment of 5G-compatible PNT technologies**; • maintain and enhance the value of our reputation and brand; • develop and protect intellectual property; and • hire, integrate and retain talented people at all levels of its organization. There is ongoing volatility in the financial and capital markets. If our access to capital is restricted or associated borrowing costs increase as a result of developments in financial markets, our operations and financial condition could be adversely impacted. If we fail to address the risks and difficulties that we face, including those associated with the challenges listed above as well as those described elsewhere in this “Risk Factors” section, our business, financial condition and results of operations could be adversely affected. Further, because we ~~have limited historical financial data and~~ operate in a rapidly evolving market, any predictions about our future revenue ~~and~~, expenses **and potential profitability** may not be as accurate as they would be if we ~~had a longer operating history or~~ operated in a more developed market. Forecasting the revenue potential of our services is made more difficult by the fact that legacy location technologies, such as GPS, were developed by the U. S. Federal Government and made available to commercial users without charge. As a result, one of the adoption hurdles that must be overcome is convincing enterprise customers that the additional accuracy and security made available by our services justifies paying for them. We have encountered in the past, and we will encounter in the future, risks and uncertainties frequently experienced by growing companies with limited operating histories in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be **materially and** adversely affected. ~~The Indenture governing our senior secured notes contains restrictions and other provisions regarding events of default that may make it more difficult to execute our strategy or to effectively compete, or that could materially and adversely affect our financial position.~~ Subject to certain exceptions and qualifications, the Indenture Agreement governing the senior ~~secure~~

secured notes that we issued in 2023 (the “ Indenture ”) restricts our ability to, among other things, (i) incur indebtedness, other than certain forms of permitted debt, (ii) issue any preferred equity interests, (iii) create or permit to exist any lien on any property, other than certain **limited** forms of permitted encumbrances, (iv) merge, amalgamate, consolidate or sell all or substantially all assets, (v) make or hold any investment, other than certain forms of permitted investments, (vi) consummate certain asset sales, (vii) pay any dividend or other distribution with respect to any of our capital stock, (viii) make any payment (whether in cash, securities or other property), including any sinking fund or similar deposit, on account of the purchase, redemption, retirement, acquisition, cancellation or termination of any of our capital stock or any option, warrant or other right to acquire any such capital stock, or (ix) dispose or transfer intellectual property that is material to our business. These restrictions, and others set forth in the Indenture **as discussed below**, may make it difficult to successfully execute our business strategy or effectively compete with ~~companies~~ **others** that are not similarly restricted. **10** The Indenture also provides that a number of events will constitute an event of default, including, among other things, (i) a failure to pay interest on the notes for 30 days, (ii) a failure to pay the principal of the notes when due at maturity, upon any required repurchase, upon declaration of acceleration or otherwise, (iii) any breach of our covenants with respect to ~~permitted~~ **consummating restricted** consolidations, mergers, or other sale transactions, (iv) the failure to comply with any of our other agreements contained in the Indenture or the notes for 60 days after notice from the trustee or certain holders, (v) the failure by certain of our subsidiaries to guarantee the notes pursuant to their obligations, (vi) an invalid or unperfected lien on any material portion of the collateral, subject to certain exceptions, (vii) a default or other failure by us ~~with respect~~ to make required payments under our other indebtedness for money borrowed in excess of \$ 1 million in the aggregate, (viii) ~~a~~ failure by us to pay final **legal, arbitral or other** judgments aggregating \$ 1 million or more, and (ix) certain events of liquidation, reorganization, bankruptcy or insolvency. If an event of default occurs and is continuing, additional interest will accrue on the notes at a rate of 2 % per annum of the principal amount of the notes outstanding as of the occurrence of the event of default. We will also be required to pay additional interest of up to 0.50 % per annum if (x) we fail to timely make certain required filings with the SEC, until such filings are made, or (y) the notes are not otherwise freely tradeable under Rule 144 under the Securities Act. If we fail to pay interest on the notes for 30 days or the principal of the notes when due, the trustee has the right to declare all the notes to be due and payable immediately. In the case of certain events of bankruptcy, all outstanding notes will become due and payable immediately. **Any Such such events of default or other** acceleration of, **or any increase in the amounts otherwise payable on,** our debt could have a material adverse effect on our liquidity, **particularly** if we are unable to negotiate mutually acceptable terms with the holders of the notes or if alternate funding is not available to us. Furthermore, if we are unable to repay the notes upon an acceleration or otherwise, we could be forced into bankruptcy or liquidation. In addition, ~~In in~~ the event of a change of control, each holder has the right, at such holder’s option and subject to the limitations set forth in the Indenture, to require us to repurchase for cash all or any portion of such holder’s notes at a price equal to 101 % of the aggregate principal amount with accrued and unpaid interest. **Our ability to sell Pinnacle z-axis service may be limited and depends on third-party adoption and market demand.** We do not sell our Pinnacle z-axis solutions directly to end users. Instead, we provide location technology that integrates with devices and applications that are created or distributed by third parties. Accordingly, our future growth significantly depends on third parties choosing to incorporate our technology into smartphone devices, applications and other new device types and markets that utilize location. We also depend on our customers, resellers and licensees to develop products and services with value-added features to drive sales and demand. Because GPS has been viewed in the marketplace as a reliable geolocation service provided for free to end users, our customers may not see a business need to integrate our solutions into our devices and applications. Despite efforts to educate customers about the need for z-axis geolocation services, there can be no assurance that such efforts will be successful and as a result, a market for our solutions may not be created. ~~The majority of our business plan depends on selling services that must be licensed and integrated into our customers’ platforms for sales to end users, and we typically only generate revenue from the arrangements when end users access those third-party platforms and utilize our services.~~ Our business plans are dependent in part on the sale of location services to our customers, which are third-party developers who use our services to create applications for use in mobile devices, on vehicles and in other platforms. For these types of contracts, we recognize revenue when end users access and use our customers’ applications. **As a result, our business plans are also dependent in part on the success of our customers in selling their own products and services to end users.** Contracts of this type do not contain purchase commitments and our limited operating history makes estimating the future variable volume and revenue associated with these contracts difficult. If our customers take longer than expected to integrate our services into their applications or are unable to sell their applications in the volumes or timeframes we expect, then the use of our services by end users and the related recognition of revenue could be delayed or may never occur. ~~We~~ **11** **Depending on whether the FCC grants approval of our petition, we** may not be successful in the evolution of our ~~operations~~ **FerraPoint** technology to utilize 5G NR signals, which will increase our costs and may increase the challenge of adopting our services, and the time it takes us to evolve our service may differ from our estimates. We are currently evolving our core technology from one reliant on a transmission that was designed to be technically compatible with GPS and GNSS receivers to one that is **being** designed to be technically compatible with the 5G NR ecosystem. This carries risks related to the technical performance of this transmission and the availability of equipment in the 5G NR ecosystem compatible with our spectrum and operations. If the technical performance of the 5G NR transmission is not similar to the technical performance of our legacy technologies, then the market for our services may be diminished. **We must also secure approval from the FCC for this modified use of our licensed spectrum. We have submitted a petition to the FCC seeking this authority, which has been opposed by certain other users in the lower 900 MHz band. The petition remains pending before the FCC.** Finally, while we intend our signal to be compatible with the 5G NR ecosystem, we may not be successful at integrating our service into commercial 5G NR transmitters, core network, receivers or other system components, which would significantly reduce the market for our services. If there are significant delays in our evolution to 5G NR-compatible technologies, including

technology, ecosystem, **standardization** or regulatory delays, our ability to offer our services to customers including the U. S. Federal Government and commercial entities will be impacted. If any or all such delays occur, our business may be harmed. Our **NextGen technology plans** hybrid architecture, which depends on the use of our transmitters and our ability to calibrate signals transmitted by third parties, is unproven, may not perform well and may cost significantly more than our initial estimates. We are currently planning **dependent upon entering into partnerships** to **augment-utilize** or **our spectrum licenses** provide our resilient PNT service through a “hybrid” architecture that relies in part on our signal (whether compatible with GPS/GNSS or **for 5G NR broadband services**), and in part on signals radiated by cellular operators and other-- **the third parties that are calibrated by us** **manner set forth in our petition before the FCC**. If we are **unsuccessful in entering into partnerships** not able to calibrate the signals radiated by cellular operators and other third parties, **we** then the performance of our hybrid system may not be **sufficient-able** to **deploy** meet customer requirements, and **operate** the market for our **5G NR broadband services**, **or we may not be able to do so profitably** diminished. Our hybrid architecture may also not result in the cost savings estimated by us, which would substantially increase our future capital and operating expenditures. We face intense competition in our market, especially from competitors that offer their location services for free, which could make it difficult for us to acquire and retain customers and end users. The market for development, distribution and sale of location services is highly competitive. Many of our competitors have strong name recognition, sizable customer bases and significantly greater financial, technical, marketing, public relations, sales, distribution and other resources than we do. These competitors often offer competing services for free and have the financial capabilities to continue to improve upon their location services offering without charging a fee. Certain of our competitors are already vying for market share in the 3D location space through their participation in a federal regulatory proceeding involving the FCC in which wireless carriers are being required to enter into relationships with 3D location vendors in order to enable accurate 3D location information to be conveyed to E911 emergency dispatchers with each wireless call made to E911 emergency services. Although **we believe** our services currently offer an improved functionality over the services offered for free, there is no certainty that we will be able to achieve broad market appeal for our 3D location services. In addition, there is no guarantee that our services will be as reliable and with the same geographic coverage as the currently available geolocation services, which may impact our ability to attract new or retain existing customers to utilize our products over the free services offered by our competitors. The performance of our services may vary based on ambient conditions, both physical and environmental, which may impact the timing and location accuracy of the system. If our services are not meaningfully superior to those available at lower or no cost, we may have difficulty selling our services, achieving widespread adoption of our services and our business, financial position and results of operations may be harmed. ~~We face competition from multiple sources.~~ Our services compete against: (i) other satellite and terrestrial based location technology offerings, such as GPS, Observed Time Difference of Arrival and terrestrial beacons; (ii) other providers of Wi-Fi and cell-based positioning, such as Google, Apple and Polaris; (iii) venue-based solutions such as Bluetooth Low Energy; and (iv) other proprietary location solutions. In the smartphone location provider market, because Apple and Google control a large percentage of the market share for smartphone operating systems, already provide their services on a nationwide basis, and **both** offer location provider services free as part of the iOS and Android markets, we are constrained in the distribution and monetization of our services in that market. As noted above, those vendors that secure access to wireless handsets for their 3D location services may be able to leverage a significant competitive advantage over other location service vendors. There are also a number of new location technologies in development that may further increase competition to support location capabilities in various wireless devices (such as Internet of Things) and which may require us to meet more stringent accuracy standards. Certain of our competitors are substantially larger than us and have greater financial, technical, marketing and other resources. Thus, many of these large enterprises are in a better position to withstand any significant reduction in spending by customers in its markets, and often have broader product lines and market focus, have greater brand recognition and may not be as susceptible to downturns in a single market. These competitors may also be able to bundle their products together (such as with mapping software) to meet the needs of a particular customer, may be able to respond more rapidly to new or emerging technologies or changes in customer requirements and may be capable of delivering more complete solutions than we are able to provide. If large enterprises that currently do not compete directly with us choose to enter our markets by acquisition or otherwise, competition for both revenue and data would likely intensify. In addition, the growth of new location technologies currently in development may further increase competition to provide these new technologies. If we are not able to compete successfully for customers, our financial position may be materially adversely affected. Our Pinnacle network infrastructure is dependent on a hosting arrangement with AT & T. We entered into an equipment hosting agreement with AT & T, expiring in **October** 2026 (subject to earlier termination after three years in certain circumstances), and there is no assurance that the agreement will be renewed. This AT & T agreement provides for such important capabilities as the hosting of our Pinnacle network at AT & T’s wireless sites, the provision of power to the Pinnacle network equipment and AT & T data service to enable the Pinnacle network equipment to communicate with us. We have no contractual right to require AT & T to continue its relationship with us beyond the existing term of the equipment hosting agreement and AT & T may elect not to renew our contracts or we and AT & T may not be able to come to an agreement on renewal or extension terms at or before the end of agreement term. If we cannot secure a renewal or extension of the equipment hosting agreement, we may have to construct a new Pinnacle network prior to expiration of the equipment hosting agreement. Constructing a new network would require significant time and resources that we may not be able to secure. In addition, if there is a delay in our ability to build a new network, our Pinnacle services may experience lengthy disruptions and outages. If we are unable to maintain our relationship with AT & T, our business, financial condition and results of operations would be harmed. Our ability to transmit data is dependent on AT & T’s wireless data network and on the associated power supply available within that network. We have experienced temporary and geographically limited service outages due to issues with the AT & T wireless data network. ~~We rely, in part, on~~ **and our forecasted value from the Pinnacle network and the other benefits of the** AT & T for distribution of our **agreement may be degraded by any**

similar future services service to FirstNet® customers **outages or other disruptions**. We entered into a services agreement with AT & T that was to expire in October 2022, with no renewal terms. Thereafter, we amended the agreement by extending it until January 7, 2024, and the agreement has been further extended to October 24, 2025. This AT & T agreement, as amended, continues our relationship in which AT & T purchases, markets and sells our services to its FirstNet® subscribers. We have no contractual right to require AT & T to continue its relationship with us, and AT & T may decide not to renew our services contract prior to the end of the extended term. If we are not able to secure a further renewal or extension of our services agreement with AT & T, our ability to sell or market products to FirstNet® and other public safety customers may be impacted, and our business, financial and results of operations may be **materially and adversely** harmed. Our services may not continue to be adopted or retained by wireless carriers and device vendors for E911. We have expended significant resources developing, testing and licensing software and solutions targeted towards E911 services, the primary customers for which are wireless carriers. ~~Certain of these wireless carriers were the subject of an enforcement action by the FCC regarding their lack of compliance with rules requiring the provision of vertical location services in the top 25 cellular market areas (“CMAs”) by April 3, 2021. On June 3, 2021, the FCC adopted consent decrees with each of the named wireless carriers that effectively provided an extension of one year to the April 3, 2021 compliance date in the top 25 CMAs, but also required the carriers to begin delivering any z-axis information that was available to them and to provide interim reports on their ongoing testing and deployment efforts.~~ While we are currently providing service to Verizon, ~~are under contract with a second national carrier~~ and provide services to devices operating on other carriers’ networks as customers for E911 services, our ability to retain these customers or sell our z-axis service to additional wireless carriers or device vendors for E911 in our coverage area ~~, a service we believe to exceed the current FCC accuracy requirement, is dependent~~ **depends** upon the continued willingness of these carriers and device vendors to use our service to comply with FCC mandates. **If carriers prefer** ~~This willingness was impacted by the FCC’s one-year extension and may continue to be impacted by the development and testing of competing solutions to our technology.~~ In June of 2022, the CTIA filed a statement with the FCC that solutions provided by certain competitors meet these FCC requirements. ~~If the FCC accepts this statement,~~ or if our service is not able to meet future performance, geographic or other customer requirements, then the market for our services for E911 may be reduced. Our ability to offer our service for E911 is also influenced by the willingness of wireless device manufacturers to incorporate our software or services into their device platforms. Apple and Google exert significant market power over services on their respective platforms, and there is no assurance that they will approve or adopt our software or services in connection with their respective platforms. If Apple and / or Google do not provide such approval, there could be a material adverse impact to our business, financial condition and results of operations. ~~Our Pinnacle service in smartphones relies on the availability of barometric pressure measurements and 2D location being made available to us or our customers.~~ In order for our customers to be able to utilize our Pinnacle service in smartphones, we and our customers must have access to barometric pressure measurements and 2D location information, both of which are made available by APIs provided by Google and Apple. If either Google or Apple meaningfully change their terms of service related to the use of this measurement and location data, choose not to provide this data to us or our customers, or choose not to incorporate location sensors in their devices, our ability to offer our Pinnacle service to our customers on these platforms will likely be impacted. ~~Mass-market adoption of our TerraPoiNT service will require integration into devices, which may require both hardware and software upgrades. Our TerraPoiNT service is currently available with specialized devices. Mass-market adoption of our TerraPoiNT service will require integration into devices, which requires upgrades of both hardware and software. The U. S. market for smartphones, smartphone components, and software is highly concentrated. Our ability to integrate our service into these devices is highly dependent upon: (i) the availability of mass-market 5G processors compatible with our future 5G NR-based TerraPoiNT or other implementation; (ii) the integration of such processors, and associated radio components or designs, into smartphones; and (iii) the integration of appropriate access control and service delivery software. Key manufacturers of devices and chipsets may be unwilling to integrate TerraPoiNT processing capabilities and required components into their devices. Further, even if we are able to secure agreements with these leading manufacturers, the terms under which such integrations may occur may not be favorable to us. Distribution and marketing of, and access to, our services in smartphones are contingent on our distribution partners’ and customers’ access to a variety of third-party platforms, in particular, mobile application stores. If these third parties limit, prohibit, or otherwise interfere with or change their policies in any material way, it could adversely affect our business, financial condition, and results of operations.~~ Our customers market and distribute our products (including related mobile applications) through a variety of third-party distribution channels. Our ability to achieve broad market reach ~~is depends~~ **is depends** in part ~~dependent~~ on the ability of our distribution partners and customers to ~~utilize~~ **use** mobile application stores, such as the Apple App Store and Google Play Store. Both Apple and Google have broad discretion to change their policies regarding their mobile operating systems and app stores in ways that may limit, eliminate or otherwise interfere with our customers’ ability to distribute or market their applications through such stores. To the extent our customers are unable to maintain a productive relationship with either or both of them, our relationships with these customers may be impacted and our ability to achieve broad market reach will be impacted and our business, financial condition and results of operations could be adversely affected. We rely upon Amazon Web Services to operate our cloud platform and any disruption of or interference with our use of Amazon Web Services or the need for additional cloud support would adversely affect our business, results of operations and financial condition. We ~~outsoure~~ **host** our **applications in** ~~cloud infrastructure to~~ Amazon Web Services (“AWS”) **cloud infrastructure**. Customers of our products need to be able to access our platform at any time, without interruption or degradation of performance. AWS runs its own platform that we access, and we are, therefore, vulnerable to service interruptions at AWS. We have experienced and we expect that in the future we may experience interruptions, delays and outages in service and availability from time to time due to a variety of factors, including infrastructure changes, human or software errors, website hosting disruptions and capacity constraints. Capacity constraints could be due to a number of potential causes including technical failures, natural disasters, fraud or security attacks. In addition, if our security, or

that of AWS, is compromised, our products or platform are unavailable or our users are unable to use our products within a reasonable amount of time or at all, then our business, results of operations and financial condition could be adversely affected. In some instances, we may not be able to identify the cause or causes of these performance problems within a period of time acceptable to our customers. To the extent that we do not effectively address capacity constraints and cost considerations, either through AWS or alternative cloud infrastructure, our business, results of operations and financial condition may be adversely affected. In addition, any changes in service levels from AWS may adversely affect our ability to meet our customers' requirements. Further, our customers may require it to support additional cloud platforms beyond AWS, which would result in additional costs to our business. Any of the above circumstances or events may harm our reputation, possibly move customers to stop using our products, impair our ability to increase revenue from existing customers, effectively manage costs, impair our ability to grow our customer base, subject us to financial penalties and liabilities under our service level agreements and otherwise harm our business, results of operations and financial condition. We rely on a limited number of key vendors for timely supply of components or services for our service offerings. If these vendors experience problems, we could fail to obtain the equipment and services we require to operate our business successfully. The components required for our **services Pinnacle altitude stations and development** our TerraPoiNT beacons are not available in high volume and are produced by a small number of vendors. We also depend on certain third- party services, in addition to those described elsewhere, for the provision of our services. If we are unable to procure these components or services or design or obtain effective alternatives, we may be unable to **produce additional Pinnacle altitude stations or TerraPoiNT beacons, or provide services to our customers, each of which will have a significant impact on our** **or develop** ability to achieve mass- market adoption of our **technology** services. **As a result, we are reliant upon a limited number of suppliers of these components and services.** In the event it becomes necessary to seek alternative vendors, we may be unable to obtain satisfactory replacement vendors on economically attractive terms on a timely basis, or at all, which could increase costs and may negatively impact our ability to expand our service offering or cause disruption in service. If vendors of our equipment or providers of services on which we rely experience financial difficulties, service or billing interruptions, patent litigation or other problems **or consolidate with larger entities**, our growth and operating results could be negatively impacted. **In addition, and without limiting the other risk factors specified herein relating to geopolitical and similar uncertainties, increases in tariffs or similar governmental authority actions may severely disrupt our supply chain and further degrade our ability to continue our existing, or find alternative, relationships with key component suppliers in a manner that materially harms our business.** Our services are available within defined network footprints. Unlike certain of our competitors that do not require the deployment of network infrastructure to provide location services, we are not able to sell our services outside of these footprints where our customers may require services. In order to expand our footprint, we would need to invest significant time and financial resources to build- out additional infrastructure and there is no certainty that even if we were to be able to secure the financial resources to do so, that we would be able to expand our footprint successfully. In addition, as discussed in a subsequent section, certain of our services, such as our TerraPoiNT service, depend on access to radio spectrum. Although we hold FCC spectrum licenses covering over 90 % of the U. S. population, we do not currently have access to licensed radio spectrum in every location in the United States. If we are not able to deploy new infrastructure, we will not be able to expand our service area, customers that require service outside of our footprints may choose other service providers, or may combine our service with other offerings, which may impact the value of our business. There is no guarantee that **TerraPoiNT-Federal and state government resilient PNT programs or our current commercial opportunities will result in procurements or in the adoption of our service services or revenue to us, and the process that may result in such adoption or revenue may be delayed. We have expended significant resources to successfully market our resilient PNT services to U. S. Federal and state governments, or commercial customers. While the U. S. Congress has allocated financial resources for the purchase of resilient PNT systems, and Executive Order 13905 requires Federal agencies to consider resiliency requirements when procuring PNT systems, there is no guarantee that our resilient PNT system will be sold to commercial users, additional purchased by any Federal or state government users-entities. Further, government procurement cycles can be extended pending Congressional, regulatory, procurement process or other actions, and any market or-for achieve broad commercial support in the United States or our internationally services that emerges in this sector may not generate revenue for an extended period of time, if at all.** Our TerraPoiNT services have not been implemented for broad commercial use, and there is no guarantee that TerraPoiNT services will be widely adopted. **Key manufacturers of devices and chipsets may be unwilling to integrate TerraPoiNT processing capabilities and required components into their devices. Further, even if we are able to secure agreements with these leading manufacturers, the terms under which such integrations may occur may not be favorable to us.** Further, there is no certainty that one of our competitors will not develop and commercialize a different solution in the meantime **supplanting our market.** In addition, our ability to sell TerraPoiNT service may be impacted by political or technological preferences. Foreign countries, especially those with significant resources, may prefer solutions that originated in their country or region, which may limit our global growth potential. There is no certainty that our agreements and /or pending discussions with international strategic partners will result in operational systems, from which we derive revenue or other economies, in other countries. If we are unable to sell TerraPoiNT commercially, to additional government users, or to an international market, this will have a negative impact on our business. **There is no guarantee that Federal and state government resilient PNT programs will result in procurements that result in the adoption of our services or revenue to us, and the process that may result in such adoption or revenue may be delayed. We have expended significant resources to successfully market our resilient PNT services to the U. S. Federal and state governments. While the U. S. Congress has allocated financial resources for the purchase of resilient PNT systems, and Executive Order 13905 requires Federal agencies to consider resiliency requirements when procuring PNT systems, there is no guarantee that our resilient PNT system will be purchased by any Federal or state government entities. Further, government procurement cycles can be extended pending Congressional, regulatory, procurement**

process or other actions, and any market for our services that emerges in this sector may not generate revenue for an extended period of time, if at all. Our business depends on the use of location by a wide range of applications, including public safety and E911 applications, and which may include mobile marketing applications in the future. Privacy concerns relating to location data, generally, and our technology could damage our reputation and deter current and potential users from using our products and applications. Our business depends on the use of location by a wide range of applications, including public safety and E911 and which may include mobile marketing applications in the future. User perception about the sharing of location data and concerns, more broadly, about the collection of location data, or about our specific practices or the mobile applications that use our location services with regard to the collection, use, disclosure, or security of location information or other privacy related matters, even if unfounded, could damage ~~its our~~ reputation and operating results, and could result in default and / or termination of agreements we have with various counterparties. ~~Natural or man-made disasters or terrorist attacks could have an adverse effect on our business.~~ Our services are built on a terrestrial- based technical infrastructure, which is vulnerable to damage or interruption from technology failures, power surges or outages, natural disasters (such as landslides, tornados, earthquakes, hurricanes and floods), fires, human error, terrorism, war, civil unrest, acts of god, pandemics, epidemics, intentional wrongdoing, cyber- security incidents, power losses, telecommunications failures or similar events. As a geolocation services provider, there is an increased risk that our technological infrastructure may be targeted in connection with terrorism or cyberattacks, either as a primary target, or as a means of facilitating additional attacks on other targets. We are increasingly dependent on information technology systems and infrastructure to operate our business, so any such or earthquakes, hurricanes, floods, fires, cyber- security attacks, terrorist attacks, power losses, telecommunications failures and similar events could materially disrupt our business operations or our provision of service in one or more markets. Costs we incur to restore, repair or replace our network or technical infrastructure, as well as costs associated with detecting, monitoring or reducing the incidence of unauthorized use, may be substantial and increase our cost of providing service. In addition, any of the aforementioned risks or events may be augmented if our business continuity and disaster recovery plans, or those of our supply chain, prove to be inadequate. If any of the above or similar events were to occur, we could experience an adverse impact to our business, financial condition and / or results of operations. Additionally, if applicable to any such events, our insurance may not be adequate to cover the costs associated with a natural disaster or terrorist attack. We also rely on third-party providers for certain of our infrastructure, any of which could also be subject to any such events natural or man-made disasters, which could also have an adverse effect on our business. Significant disruptions of our information technology systems or data security incidents, or the perceived failure to adequately protect personal information or other confidential or proprietary data, could trigger contractual and legal obligations, harm our reputation, subject us to liability, cause us to modify our business practices and otherwise adversely affect our business, financial condition and results of operations. We are dependent on information technology systems and infrastructure to operate our business. We also rely on third parties to operate our business, whether because we have outsourced certain elements of our operations (including elements of our information technology infrastructure) to third parties, or may have incorporated third- party technology into our platform, or rely on third parties to incorporate our products and services into their offerings. As a result, a number of third parties may or could have access to our information technology systems (including our computer networks) or to our confidential information. In addition, many of those third parties in turn subcontract or outsource some of their responsibilities to third parties. As a result, our information technology systems, including the functions of third parties that are involved or have access to those systems, is large and complex. While all information technology operations are inherently vulnerable to inadvertent or intentional security breaches, incidents, attacks and exposures, the size, complexity, accessibility and distributed nature of our information technology systems, and personal or confidential information stored on those systems, make such systems potentially vulnerable to unintentional or malicious internal and external threats on our technology environment. Vulnerabilities can be exploited from inadvertent or intentional actions or omissions of our employees, third- party vendors, business partners, or by malicious third parties. Attacks of this nature are increasing in their frequency, levels of persistence, sophistication and intensity, and are being conducted by sophisticated and organized groups and individuals with a wide range of motives (including, but not limited to, industrial espionage) and expertise, including organized criminal groups, “hacktivists,” nation- states and others. For example, despite our efforts to secure our information technology systems and the data contained in those systems, including any efforts to educate or train our employees, we remain vulnerable to phishing attacks. In addition to the threat of unauthorized access or acquisition of sensitive or personal information, other threats could include the deployment of harmful malware, ransomware attacks, denial- of- service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information. Some of these external threats may be amplified by the nature of third-party web hosting or cloud computing services or by the integration of our product into a third party’ s offerings. Our systems may experience directed attacks intended to interrupt our operations; extract money from it; and / or obtain our data (including without limitation end user or employee personal information or proprietary information). Although we have implemented certain systems, processes, and safeguards intended to protect our information technology systems and data from such threats and mitigate risks to our systems and data, we cannot be certain that threat actors will not have a material impact on our systems or services in the future. Our safeguards intended to prevent or mitigate certain threats may not be sufficient to protect our information technology systems and data due to the developing sophistication and means of attack in the threat landscape. Recent developments in the threat landscape include an increased number of cyber extortion and ransomware attacks, with increases in the amount of ransom demands and the sophistication and variety of ransomware techniques and methodology. Additionally, our third- party vendors or business partners’ information technology systems may be vulnerable to similar threats and our business could be affected by those or similar third- party relationships. The risk of harm to our business caused by security incidents may also increase as we expand our product and service offerings and as we enter into new markets. **The rise in the use and sophistication of artificial intelligence systems may also increase the risk and severity of cyber incidents.**

Implementing, maintaining, and updating security safeguards ~~require~~ **requires** substantial resources now and will likely be an increasing and substantial cost in the future. In the event we or one of our third-party providers were to suffer a security breach involving certain personal information, we ~~would may~~ have legal obligations (whether pursuant to law or contractual obligation) to notify certain regulatory authorities, affected individuals, customers and / or other entities. **Any event that leads to unauthorized access, use or disclosure of personal information could disrupt our business, harm our reputation, compel us to comply with applicable federal and / or state breach notification laws and foreign law equivalents, subject us to time-consuming, distracting and expensive litigation, regulatory investigation and oversight, mandatory corrective action, require us to verify the correctness of database contents, or otherwise subject us to liability under laws, regulations and contractual obligations, including those that protect the privacy and security of personal information.**

Such statutory and contractual disclosures are costly, could lead to negative publicity, may cause our customers or the public to lose confidence in the effectiveness of our security measures and require us to expend significant capital and other resources to respond to and / or alleviate problems caused by the actual or perceived security breach. Compliance with these obligations could ~~delay or impede the development or distribution of new products and may cause reputational harm.~~ There is no way of knowing with certainty whether we have experienced any data security incidents that have not been discovered. While we have no reason to believe that we have experienced a data security incident that we have not discovered, attackers have become very sophisticated in the way they conceal their unauthorized access to systems, and many companies that have been attacked are not aware that they have been attacked. **Any event that leads to unauthorized access, use or disclosure of personal information could disrupt our business, harm our reputation, compel us to comply with applicable federal and / or state breach notification laws and foreign law equivalents, subject us to time-consuming, distracting and expensive litigation, regulatory investigation and oversight, mandatory corrective action, require us to verify the correctness of database contents, or otherwise subject us to liability under laws, regulations and contractual obligations, including those that protect the privacy and security of personal information. This could result in increased costs to us and result in, as well as significant legal and financial exposure and / or reputational harm.** In addition, any actual or perceived failure by us or our vendors or business partners to comply with our privacy, confidentiality or data security-related legal or other obligations to third parties, or any security incidents or other unauthorized access events that result in the unauthorized access, release or transfer of sensitive information, may result in governmental investigations, enforcement actions, regulatory fines, litigation, or public statements against us by advocacy groups or others, and could cause third parties, including current and potential partners, to lose trust in us including existing or potential customers' perceiving our platform, system or networks as less desirable. We could also be subject to claims by third parties that we have breached our privacy- or confidentiality- related obligations, which could harm our reputation and materially and adversely affect our business and prospects. There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from liabilities or damages. Litigation resulting from security breaches may adversely affect our business. Unauthorized access to our systems, networks, or physical facilities could result in litigation with our customers or other relevant stakeholders, **government investigations, or regulatory actions,** and may result in liability of or claims for indemnification by us with respect to the same. These proceedings could force us to spend money in defense or settlement, divert management's time and attention, increase our costs of doing business, and / or adversely affect our reputation. We could be required to fundamentally change our business activities and practices or modify our products and / or platform capabilities in response to such litigation, which could have an adverse effect on our business. Any costs incurred as a result of this potential liability could harm our business. We maintain insurance policies to cover certain losses relating to our information technology systems, ~~but there is no certainty that our policy limits will be sufficient to cover all liabilities that we may face as the result of security incident and there is no assurance that we will be able to maintain our current policies or secure new policies in the future.~~ **We maintain insurance policies to cover certain losses relating to our information technology systems.** However, there may be exceptions to our insurance coverage such that **its our** insurance policies may not cover some or all aspects of a security incident. Even where an incident is covered by our insurance, the insurance limits may not cover the costs of complete remediation and redress that we may be faced with in the wake of a security incident and will not provide recovery for reputational harm. The successful assertion of one or more large claims against us that exceeds our available insurance coverage, or results in changes to its insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an adverse effect on our business. In addition, we cannot be sure that our existing insurance coverage will continue to be available on acceptable terms or that our insurers will not deny coverage as to any future claim. ~~We depend on the availability of personnel with the requisite level of technical expertise in the telecommunications industry.~~ Our ability to develop and maintain our solutions and execute our business plan is dependent on the availability of technical engineering, information technology, service delivery and monitoring, product development, sales, management, finance and other key personnel within our geographic location. The specialized engineers and other personnel required for our growth are in high demand by companies with greater resources, so we may have difficulty hiring and retaining critical personnel to develop and operate our services, which will have a negative impact on our ability to grow and achieve widespread customer and user acceptance. ~~We depend on key members of our senior management team; our performance could be adversely impacted if they depart and we cannot find suitable replacements.~~ Our success depends largely on the skills, experience and performance of key members of our senior management team, including key members located in India (and subject to potential change in law), as well as our ability to attract and retain other highly qualified management and technical personnel. There is competition for qualified personnel in our industry, and we may not be able to attract and retain the personnel necessary for the development of our business. The loss of the services of key members of management and the inability or delay in hiring new key employees could adversely affect our ability to manage our business and our future operational and financial results. Our services, products and processes rely on intellectual property, including patents, copyrights, trademarks and trade secrets. In some cases, that intellectual property is owned by another party and

licensed to us. The value of our intellectual property relies in part on our ability to maintain our proprietary rights to such intellectual property **and use rights with respect to the intellectual property of others**. If we are unable to (i) obtain or maintain the proprietary rights to our intellectual property, **if we are unable or the use rights with respect to the intellectual property of others, (ii)** prevent attempted infringement against our intellectual property, **(iii)** or if we are unable to defend against claims that we are infringing on another party's intellectual property, **or (iv) otherwise enforce our proprietary intellectual property rights or our use rights to intellectual property of others in any manner**, we could be adversely affected. These adverse effects could include, **without limitation**, us having to abandon, alter and / or delay the deployment of products, services or processes that rely on such intellectual property; having to procure and pay for licenses from the holders of intellectual property rights that we seek to use; and having to pay damages, fines, court costs and attorney's fees in connection with intellectual property litigation. **Our results could be adversely Inflation and inflationary pressures have impacted, as a result of increased inflation and supply chain pressure may continue to impacting --- impact our, or our business and the businesses of our suppliers and vendors' expenses and availability of resources and components. Our business plans currently call for substantial expansion of our employee base. If we cannot earn + manage inflationary pressures and any shortages in the labor market, it could increase labor costs or delay our ability to hire appropriate personnel. Further, tariffs, inflation and supply chain pressure may impact the availability and cost of services and equipment. Due to the competitive nature of our business, we may not be able to pass on to customers increases in our vendors' costs of production which could greatly affect our operating results. Independently or collectively these factors could have a material adverse effect on our consolidated operating results, financial condition, or ability to grow our business. Global economic conditions Military action in different regions of the world, including Ukraine and the Middle East, and the resulting geopolitical effects beyond those regions may directly or indirectly increase our risks from supply chain, cybersecurity, foreign currency fluctuations, or other factors. The financial markets and the global economy may be adversely affected by current or anticipated impact of Military military conflict, including action in different regions of the world have current conflict between Russia and Ukraine and resulted -- related in worldwide geopolitical and macroeconomic ---- economic uncertainty. For example, and other retaliatory measures taken by the United States, European Union and others have, terrorism or other geopolitical events, including as a result of trade tensions between the U. S. and China. Sanctions imposed by the U. S. and other countries in response to conflicts, including the one in Ukraine, may also adversely impact the financial markets and the global economy, and any economic sanctions countermeasures by the affected countries or others could exacerbate market and economic instability. Deteriorating economic conditions, financial uncertainty or political disruption, including any international trade disputes, changes in laws or policies governing the terms of international trade, or tariffs or taxes on imports from certain industry sectors and parties in and associated with Russia and Belarus, and additional sanctions continue to be proposed and adopted. The military action in different regions of the other world countries may increase the likelihood of supply chain interruptions, cybersecurity incidents, disruptions to our information systems, foreign currency fluctuations, or other risks. While we do not For example, in February 2025, the currently -- current expect Administration issued these three conflicts to Executive Orders imposing tariffs of 25 % on certain goods imported from Canada and Mexico and an additional 10 % tariff on certain goods imported from China (including Hong Kong). The 10 % tariff on imports from China took effect on February 4, 2025, while the tariffs on imports from Canada and Mexico took effect on March 4, 2025, after having been suspended, as did a further 10 % tariff on Chinese imports. Historically, tariffs have led to increased trade and political tensions and in some cases economic disruption. In response to the recent tariffs, other countries have implemented retaliatory tariffs on U. S. goods. Political tensions as a direct result of trade policies could reduce investment, technological exchange and other economic activities between major international economies, resulting in a material impact adverse effect on our business global economic conditions and the stability of global financial markets. In challenging and uncertain economic environments such as the current one, it is not possible to predict the broader consequences whether or when such circumstances may improve or worsen, which could include or what impact, if any, such circumstances, such as additional sanctions, tariffs, embargoes, regional instability, changes in laws or governmental administrations, geopolitical shifts and any related adverse effects, could have on the global economy or on our business, financial condition and results of operations, as well as those of our customers, partners and third- party service providers. We have acquired and may in the future acquire other businesses, which could require significant management attention, disrupt our business, dilute stockholder value and harm our business, revenue and financial results. As part of our business strategy, we have made and intend to make acquisitions. Our previous and future acquisitions may not achieve our goals, and we may not realize benefits from acquisitions we make in the future. Any integration process will require significant time and resources, and we may not be able to manage the process successfully or expend additional resources in the integration process. If (i) we fail to successfully integrate acquisitions, or the personnel or technologies associated with those acquisitions, or (ii) the business case for consummating such acquisitions does not meet our expectations in any manner, the business, revenue and financial results of the combined company could be harmed. Our acquisition strategy may change over time and future acquisitions we complete could be viewed negatively by our stockholders or other parties with whom we do business. We may not successfully evaluate or utilize the any acquired businesses, assets or technology technologies and, or accurately forecast the financial impact of an acquisition, including the accounting charges impact of the acquisition. If we recognize a significant amount of goodwill in an acquisition and later are required to write down the value of the goodwill, our financial results could be negatively impacted. We may also incur unanticipated liabilities that we assume as a result of acquisitions acquiring companies. We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could affect our financial condition or the value of our securities. In the future, we may not be able to find suitable acquisition candidates, and we may not be able to complete acquisitions on favorable terms, if at all. The Asset Purchase Agreement (as defined in Note 3 in the notes to the consolidated financial statements below) and any Strategic**

strategic transactions, including mergers, acquisitions and divestitures, involve **we may make in the future present** significant risks and uncertainties that could adversely affect our business, financial condition, results of operations, cash flows and equity. Our acquisition of NextNav France, **liquidity** the Asset Purchase Agreement dated March 7, 2024, wherein we agreed to acquire an additional 4 MHz of M-LMS spectrum licenses in the 900 MHz band, and any strategic mergers, acquisitions and divestitures we may make in the future present significant risks and uncertainties that could adversely affect our business, financial condition, results of operations, cash flows and equity, which include, **without limitation**:

- Difficulty in identifying and evaluating potential mergers and acquisitions, including the risk that our due diligence does not identify or fully assess valuation issues, potential liabilities or other merger or acquisition risks;
- Difficulty, delays and expense in integrating newly merged or acquired businesses and operations, including combining product and service offerings, and in entering into new markets in which we are not experienced, in an efficient and cost-effective manner while maintaining adequate standards, controls and procedures, and the risk that we encounter significant unanticipated costs or other problems associated with integration;
- Differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;
- Difficulty, delays and expense in consolidating and rationalizing IT infrastructure, which may include multiple legacy systems from various mergers and acquisitions and integrating software code;
- Challenges in achieving strategic objectives, such as technology development, cost savings, that payments in common stock **are may be** more dilutive to current shareholders than anticipated or that cash consideration may be greater than anticipated, and other expected benefits;
- Risk that our markets do not evolve as anticipated and that the strategic mergers, acquisitions and divestitures do not prove to be those needed to be successful in those markets;
- Risk that we assume or retain, or that companies **or corporations** we have merged with or acquired have assumed or retained or otherwise become subject to, significant liabilities that exceed the limitations of any applicable indemnification provisions or the financial resources of any indemnifying parties;
- Risk that indemnification related to businesses divested or spun off that we may be required to provide or otherwise bear may be significant and could negatively impact our business;
- Risk that mergers, acquisitions, divestitures, spin offs and other strategic transactions fail to qualify for the intended tax treatment for U. S. Federal income tax purposes and the possibility that the full tax benefits anticipated to result from such transactions may not be realized;
- Risk that we are not able to complete strategic divestitures on satisfactory terms and conditions, including **unsatisfactory** non-competition arrangements applicable to certain of our business lines, **unsatisfactory non-solicitation provisions applicable to the talent we are able to pursue** or within expected timeframes;
- Potential loss of key employees or customers of the businesses merged with or acquired or to be divested; and
- Risk of diverting the attention of senior management from our existing operations; and
- Risk that we will not receive the necessary regulatory approvals (e. g., for the assignment of license pursuant to the Asset Purchase Agreement).

Risks Related to Legal and Regulatory Matters Our business depends on access to radio spectrum to provide certain of our location services and access to such spectrum is not a certainty. Certain of our location services depend on our ability to use portions of the radio spectrum licensed by the FCC **in a manner that is inconsistent with the rules applicable to LMS services in this spectrum**. Through our wholly owned affiliate, Progeny LMS, LLC, we hold licenses issued by the FCC to use radio spectrum for location services within the 902- 928 MHz band, identified by the FCC as LMS licenses. **These spectrum licenses are subject to rules that were adopted by the FCC nearly thirty years ago and do not reflect (and are often incompatible with) current technology in the fields of radio signal modulation (such as 5G transmissions) and wireless PNT services. We have therefore filed a petition with the FCC seeking to update the rules and rechannelize our licensed use of the 902- 928 MHz spectrum. Our petition has been opposed by third parties that use portions of the 902- 928 MHz band for other purposes, many of them on a secondary, subordinate basis to our licensed operations. We continue to work with the FCC and interested third parties in seeking approval for our petition to update the rules for the 902- 928 MHz spectrum so we can deploy next-generation PNT services using state-of-the-art 5G technology in that band. Our current LMS licenses provide coverage of most areas of the U. S. and the vast majority of populated areas within the U. S. Our licenses, however, even when combined with the assignment of licenses pursuant to the Asset Purchase Agreement, do not provide nationwide coverage, which we are likely to need to provide certain of our location services on a nationwide basis. Most of** **Therefore, the petition** geographic areas where we lack **filed at the FCC requests reconfiguration of the** spectrum are generally rural in character, although we do not hold licensed **licenses as spectrum assets in two well as populated locations, Minneapolis and Sacramento. Therefore, we may need to secure additional spectrum currently in** licenses from the FCC **inventory** or other LMS license holders for additional frequencies within the 902- 928 MHz band or in other frequencies in order to achieve nationwide coverage or to serve every major city. Radio spectrum is a scarce public resource and no certainty exists that we will be able to obtain additional licenses to provide nationwide coverage or obtain them at a reasonable cost. Very few private entities hold LMS licenses that we could acquire in a private transaction. Although the FCC regularly issues new spectrum licenses, the FCC has not issued new LMS licenses for spectrum within the 902- 928 MHz band since 2001 and it could decide to refrain from issuing any additional LMS licenses because the 902- 928 MHz frequencies are also used by other services on a shared basis, including by certain unlicensed devices used in homes and for such enterprise services as utility meter reading. If the FCC does **reconfigure** issue additional LMS licenses, the FCC is likely to distribute those **the** licenses through **spectrum, and it regains auction authority, it may decide to use** an auction **as part of the** process, requiring us of **distributing the licenses. We may be required** to participate and compete with other bidders in such an auction, with no certainty of winning. If we are unable to secure additional LMS licenses or suitable alternative spectrum in a different frequency band, our ability to expand certain of our services nationwide may be negatively impacted, which may have a negative impact on our business, financial condition and results of operations. **If Even if** we are able to convert our signal transmissions to a 5G NR platform, the FCC may not permit us to realize all of the benefits of our 5G NR architecture, including the additional transmission of high- throughput non- PNT- related voice and data alongside our PNT data. One of the significant benefits of converting our spectrum transmissions, including those with respect to the spectrum we are seeking to acquire pursuant to the

Asset Purchase Agreement (as defined in Note 3 in the notes to the consolidated financial statements below) dated March 7, 2024, to a 5G NR platform would be a substantial increase in the data transmission capacity of our network, thus facilitating the carriage of non- PNT- related two- way voice and data services alongside our core PNT data transmission. The FCC’ s rules already permit us to use our current 8 MHz of LMS spectrum for the carriage of two- way voice and data services, but these communications must be related to our PNT services and are not permitted to be interconnected in real time with the public switched network unless a store and forward technology is used. Therefore, to maximize the benefit of a conversion to a 5G NR platform, assuming the conversion is successful, we ~~have~~ **will need to request requested** flexibility from the FCC permitting us to use our spectrum and the spectrum we are seeking to acquire for additional non- PNT- related services in addition to our PNT offerings. ~~Our Any such proposal could have faced~~ **substantial opposition from our competitors and other users of the 902- 928 MHz band, and there is no certainty that the FCC will provide us this flexibility nor is there certainty with respect to the extent of the flexibility that is provided . Our FCC licenses authorize the use of radio frequencies that are shared with other radio services, which could result in harmful interference and impairment to our use of our licensed spectrum .** Our LMS licenses authorize us to use the upper portion of the 902- 928 MHz band. This spectrum is a shared frequency band that is used for a number of purposes both by individuals, businesses and the federal government. Other services that are authorized to use these frequencies include federal radiolocation systems; industrial, scientific and medical devices; licensed amateur radio operations; and certain unlicensed devices. Our use of the spectrum is subject to FCC requirements that our operations must accept harmful interference from other uses of the spectrum that have more senior rights to the spectrum. We have been successful thus far in using our LMS spectrum to operate location services without experiencing material impairment of our location services caused by more senior spectrum uses, but no certainty exists that we will be able to continue to do so **with either the current** . ~~Moreover, for certain specialized uses, including non- generation systems PNT- related two- way voice and data uses, the use of our or following spectrum would be subject to additional regulatory review, approvals and / or our limitations proposed transition to a 5G NR platform .~~ More senior uses of the 902- 928 MHz band could become more numerous or could alter the characteristics of their transmissions in ways that could increase the interference to our location services, resulting in diminished coverage, consistency and accuracy of our location services. In addition, we are required to refrain from causing unacceptable ~~levels of harmful interference to unlicensed operations wireless devices~~ . The FCC issued a decision in 2013 that concluded that, based on field tests, we had successfully ~~demonstrated that our location services did not cause unacceptable levels of harmful interference to such unlicensed operations wireless devices~~ . ~~Third- party challenges to the that FCC decision , are still pending .~~ Further, changes in our operations could alter the transmission characteristics of our location services, potentially requiring us to provide further demonstrations that our location services do not cause unacceptable ~~levels of harmful interference to those unlicensed devices operations~~ . No certainty exists that the FCC would conclude in the future that we ~~remained successful have succeeded~~ **in making such a demonstration a second time . If We have requested that the FCC change the rules requiring field tests showing no unacceptable interference to unlicensed operations . However, the FCC may decline to change the rule, and if** we are unable to make this demonstration to the satisfaction of the FCC, we may not be able to make changes to our operating characteristics, potentially preventing the future implementation of desirable innovations. Our LMS licenses are subject to renewal by the FCC and no certainty exists that we will be able to secure ongoing renewals of our licenses. Our LMS licenses were issued by the FCC for renewable periods of ten years ~~and~~ . **The FCC granted our renewal request for 78 of our LMS licenses in March 2024, extending their validity until July 19, 2030 . For 148 of our LMS licenses, the current term was scheduled to of our LMS licenses expired- expire on July 19, 2020 . We filed timely renewal requests for these LMS licenses at the FCC, which remain pending .** The FCC’ s rules do not identify a specific threshold that must be demonstrated in order for us to secure renewal of our LMS licenses, which means the applicable threshold is the FCC’ s statutory obligation to grant a renewal of our licenses if it serves the public interest. Our LMS licenses were initially required to be renewed on July 19, 2010. We timely filed an application for renewal, which the FCC granted on January 17, 2017. The FCC’ s renewal grant was expressly conditioned on our compliance with build- out requirements, discussed further below. On July 7, 2020, we filed a second request for renewal of our LMS licenses, which is still pending before the FCC. **We believe that our most recent license renewal applications satisfied all of the FCC’ s requirements for grant and the four- year delay in their disposition does not suggest a deficiency (particularly since our prior license renewal applications remained pending for nearly seven years before they were granted).** If we secure the renewal of our LMS licenses, our license renewal applications thereafter will be subject to new FCC rules placing additional conditions on license renewal applications. Specifically, ~~in order~~ to secure a third renewal of our LMS licenses in 2030, we will be required to demonstrate compliance with additional requirements, including that we have satisfied its build- out construction requirements, that we use our network to provide service to the public, and that the service provided is at least at the same level of service that was demonstrated at the time of our build- out showing. No certainty exists that we will receive the currently applied for renewal or continue to meet the requirements of such renewal for future applications. If we fail to secure renewals for our LMS licenses, we will not be able to pursue our ~~TerraPoint~~ **next- generation PNT** services as previously planned and our business, financial condition and results of operations could be harmed. Many of our LMS licenses are subject to end- of- term build- out requirements maintained by the FCC , and no certainty exists that we will be able to comply with the build -out requirements for all of our licenses. LMS licenses are subject to FCC rules that require licensees to make productive use of their licensed radio spectrum by a specific deadline and **generally** continue such use throughout the term of the licenses. If a licensee fails to satisfy its build- out deadlines, the FCC will declare its licenses to be null and void , **unless it obtains an extension of time to construct or secures a waiver of the requirement** . Pursuant to orders issued by the FCC on January 1, 2017, July 19, 2020, and March 29, 2023, the end- of- term ~~buildout~~ **build- out** deadlines for our FCC licenses were divided into two groups: a deadline of June 17, 2021 for our 82 licenses covering the 41 most populous Economic Areas (“ EAs ”) in the United States and a deadline of April 3, 2023 for our 144 licenses covering our remaining 72 licensed EAs. To comply with our build- out

requirements on each of the deadlines, we were required to demonstrate for each of our LMS licenses either that the geographic area of our licensed network provides coverage of at least two-thirds of the population in each of the licensed areas or that we are providing substantial service to end users in each of our licensed areas. **Alternatively, we could make a showing of substantial service in the geographic license area.** On February 2, 2021, we filed a waiver request with the FCC seeking approval ~~of another to use a third~~ option, **namely** demonstrating that the geographic area of our licensed network provides coverage of at least two-thirds of relatively tall buildings (those in excess of three stories) rather than two-thirds of the population. On March 29, 2023, the FCC approved the use of this tall building approach by issuing an order that concluded that two-thirds coverage of tall buildings is sufficient to qualify as substantial service. We employed ~~our a~~ tall building coverage approach with respect to the end-of-term build-out showings that we filed with the FCC for our 82 LMS licenses that were subject to a June 17, 2021 ~~build-out~~ **build-out** deadline. On April 17 and 18, 2023, the FCC “accepted” (i. e., approved) the ~~build-out~~ **build-out** showings for 78 of the 82 LMS licenses that were subject to a June 17, 2023 ~~build-out~~ **build-out** deadline. The ~~build-out~~ **build-out** showings for the remaining four LMS licenses that were subject to a June 17, 2023 ~~build-out~~ **build-out** deadline remain pending before the FCC. The ~~build-out~~ **build-out** showings for these four licenses employed a different methodology than the remaining 78 licenses. **Specifically, the build-out showing for these licenses was based on the provision of substantial service to geographic areas that covered less than two thirds of the populations or tall buildings in these licensed areas combined with the provision of vertical location services and terminal reception devices to certain fire departments within the licensed areas for situational awareness training in multistory building environments. The FCC’s rules permit the use of alternative substantial service showings involving the provision of novel services to discrete recipients.** While we do not currently have reason to believe that the FCC will decline to accept these ~~build-out~~ **build-out** showings, there is no certainty that the FCC will act favorably on these remaining four showings. With respect to our 144 LMS licenses that were subject to an April 3, 2023 ~~build-out~~ **build-out** deadline, for 64 of those licenses, we timely filed ~~build-out~~ **build-out** showings demonstrating that the geographic area of our licensed network provides coverage of at least two-thirds of the relatively tall buildings (those in excess of three stories) in each of the 32 EAs covered by these licenses. These ~~build-out~~ **build-out** showings are pending before the FCC. With respect to another eight LMS licenses covering four EAs, relatively brief extensions of the ~~build-out~~ **build-out** deadline of between three to nine months were requested to address delays in the transmitter site permitting and construction process in those markets. Those delays have since been addressed and ~~build-out~~ **build-out** showings for the eight LMS licenses were filed with the FCC prior to the conclusion of the three to nine month extensions that we requested for those licenses. These eight ~~build-out~~ **build-out** showings are also pending before the FCC. Finally, with respect to the remaining 72 licenses covering many of the least populated EAs authorized by Progeny’s LMS licenses, ~~an initial requests~~ **request** for a two-year extension, until April 3, 2025, of the ~~build-out~~ **build-out** ~~deadlines~~ **deadline** ~~was~~ submitted. **More recently, on January 10, 2025, we filed a request for an additional extension of the build out deadline for our remaining 72 licenses until the earlier of April 3, 2028 or 18 months after the FCC grants our petition seeking updated rules for LMS spectrum.** ~~The~~ **These two-year** extension requests, **which remain pending,** were based on multiple justifications that have been deemed by the FCC to be sufficient to merit the grant of such extensions in comparable cases involving other FCC licensees, although no certainty exists that the FCC will conclude that Progeny’s ~~two-year~~ extension requests will be similarly warranted. Our retention and use of our LMS licenses has been the subject of ongoing objections by third parties that could result in the revocation or non-renewal of our LMS licenses. The FCC’s oversight of radio spectrum is conducted using a largely public process that is generally governed by the Administrative Procedure Act and the FCC’s rules on public participation in spectrum allocation and licensing proceedings. As a result, our retention and use of our LMS licenses has been the subject of comments and objections from third parties, including other users of the 902-928 MHz frequencies and other current and former licensees of LMS spectrum. In the past, the FCC has regularly rejected and dismissed these objections to our retention and use of our LMS licenses, but no certainty exists that the FCC will continue to do so in the future. Certain of the previous objections remain pending before the FCC, meaning that the FCC could still act on them in a manner that is adverse to us. ~~The pending objections include pleadings that were filed on July 8, 2013 by a number of businesses that use unlicensed radio spectrum in their operations and were asking the FCC to suspend our authority to use our LMS spectrum for commercial purposes. In addition, several affiliated companies controlled by a former licensee of LMS spectrum have filed numerous objections and adverse pleadings against our LMS licenses. A number of these adverse pleadings remain pending, including a petition, dated February 3, 2021, requesting the FCC to reallocate the 902-928 MHz band for other purposes. Although the FCC has consistently rejected the adverse pleadings that were filed by this individual in the past, no certainty exists that the FCC will continue to do so.~~ If the FCC acts on any current or future objections by third parties, our LMS licenses could be revoked or not renewed, which will have a material adverse impact on our ability to ~~expand TerraPoint~~ **use the spectrum** as previously planned and our business, financial condition and results of operations will be harmed. **A portion of our business plan targets government customers, which subjects us to risks, including early termination, audits, investigations, sanctions and penalties.** One of our business strategies is to develop business relationships with U. S. government agencies for the provision of our products and services. We currently contract directly with U. S. government agencies, including NASA, and perform as a subcontractor to other contractors under U. S. government programs. As a U. S. government contractor, our business is subject to statutes and regulations applicable to companies doing business with the U. S. government, including the Federal Acquisition Regulation, or FAR ; **Department of Defense FAR Supplement, or DFARS;** and NASA FAR Supplement, or NFS. The funding of U. S. government programs is subject to annual U. S. Congressional appropriations. Long-term government contracts and related orders are subject to cancellation if appropriations for subsequent performance periods are not made. In addition, the U. S. government may modify, curtail or terminate its contracts and subcontracts without prior notice at its convenience and in that event, the counterparty to the contract may generally recover only its incurred or committed costs and settlement expenses and profit on work completed prior to the

termination. If the government terminates a contract for default, the defaulting party may be liable for any extra costs incurred by the government in procuring undelivered items from another source, **among other potential contract damages**. The termination of funding for a U. S. government program that we support, or any modification or curtailment of our U. S. government prime contracts or subcontracts, would result in a loss of anticipated future revenue attributable to that program, which could have an adverse effect on our operations, financial condition or U. S. government customer demand for our products and services. In addition, U. S. government contracts normally contain additional requirements that may increase our costs of doing business, reduce our profits, and expose us to liability for failure to comply with these terms and conditions. These compliance costs might further increase in the future, reducing our margins, which could have a negative effect on our financial condition. These requirements include, for example: ● specialized disclosure and accounting requirements unique to U. S. government contracts; ● financial and compliance audits; ● public disclosures of certain contract and company information; and ● mandatory socioeconomic ~~compliance requirements, including labor requirements, non-discrimination and affirmative action programs and environmental~~ compliance requirements. Failure to comply with these U. S. government contracting regulations and requirements may result in potential price adjustments, recoupment of U. S. government funds after such funds have been spent, civil and criminal penalties, or administrative sanctions such as suspension or debarment from U. S. government contracting or subcontracting for a period of time and could have a material adverse effect on our reputation and ability to secure future U. S. government contracts. Our government contract activities are subject to audits and investigations by U. S. government agencies, including agency Inspectors General, regarding our compliance with U. S. government contract requirements. If any audit, inquiry or investigation uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, suspension of payments, fines, and suspension or debarment from doing business with the U. S. government. In addition, if we fail to comply with U. S. government contracting laws, regulations and contract requirements, our contracts may be subject to termination, and we may be subject to financial and / or other liability under our contracts, the Federal Civil False Claims Act (including treble damages and other penalties), or criminal law. In particular, the False Claims Act's "whistleblower" provisions also allow private individuals, including present and former employees, to sue on behalf of the U. S. government. Any penalties, damages, fines, suspension, or damages could adversely affect our ability to operate our business and our financial results. We and our service providers collect, process, transmit, and store personal information, which creates legal obligations and may give rise to additional costs and liability. Failure to comply with federal, state and foreign laws and regulations relating to privacy and data protection could adversely affect our business and its financial condition. We collect, process, transmit and store personal information, such as certain individual geolocation information, and other personal information relating to ~~its~~ business contacts, personnel, end users, and website visitors, and we may rely in part on third parties that are not directly under its control to manage certain of these operations on ~~its-our~~ behalf. A variety of federal and state laws and regulations, as well as international laws and regulations (including as applicable ~~the~~ General Data Protection Regulation) govern the collection, use, retention, sharing and security of this information. **If we fail to comply with these requirements, we may be subject to financial and / or other liability, including government investigations, regulatory action, litigation, and / or reputational harm**. The U. S. privacy and data protection legal landscape continues to evolve, with certain states having enacted broad-based data privacy and protection legislation and with other states and the federal government continuing to consider additional data privacy and protection legislation. The potential effects of this legislation are far-reaching, **may be inconsistent between jurisdictions** and may require us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply. Although we do not have direct interaction with end users, we may still be subject to these laws with respect to other personal information we process, or by way of acting as a service provider to our customers, which may bear additional obligations under these laws. We or our customers may also be subject to FCC rules regarding Customer Proprietary Network Information or other restrictions on our ability to use certain data that we collect in connection with 911 or other calls. Further, the FCC's wireless location rules subject us to additional privacy restrictions with respect to our use of any location information resulting from the provision of location services to support 911 emergency services. Our obligations under applicable data privacy laws, regulations, contracts, industry standards, self-certifications, and other documentation may include maintaining the confidentiality, integrity and availability of personal information or other data in our possession or control, maintaining reasonable and appropriate security safeguards as part of an information security program, and limits on the use and / or cross-border transfer of such personal information or other data. These obligations create potential liability to regulators, our business partners and customers, end users, and other relevant stakeholders and also may impact the attractiveness of our services to existing and potential customers. Data protection laws around the world often require "reasonable", "appropriate" or "adequate" technical and organizational security measures, and the interpretation and application of those laws are often uncertain and evolving, and there can be no assurance that our security measures will be deemed adequate, appropriate or reasonable by a regulator or court. Given the evolving nature of security threats and evolving safeguards, we cannot be sure that our chosen safeguards will protect against security threats to our business, including the personal data that we process. However, even security measures that are appropriate, reasonable, and / or in accordance with applicable legal requirements may not be able to fully protect our information technology systems and the data contained in those systems, or our data that is contained in third parties' systems. Moreover, certain data protection laws impose on us responsibility for our employees and third parties that assist with aspects of our data processing. Our employees' or third parties' intentional, unintentional, or inadvertent actions may increase our vulnerability or expose us to security threats, such as phishing attacks, and we may remain responsible for successful access, acquisition or other disclosure of our data despite the quality and legal sufficiency of our security measures. In addition to the risk of data breaches and noncompliance with applicable law, we may be exposed to additional liability for our failure to adhere to the technical or operational security requirements of the Payment Card Industry Data Security Standards ("PCI DSS") if and as applicable, imposed by the Payment Card Industry Security Standards Council to protect cardholder data.

Penalties arising from PCI DSS enforcement are inherently uncertain as penalties may be imposed by various entities within the payment card processing chain without regard to any statutory or universally mandated framework. Such enforcement could threaten our relationship with our banks, card brands we do business with, and our third- party payment processors. We publish privacy policies, notices and other documentation regarding our collection, processing, use and disclosure of personal information. Although we endeavor to comply with our published policies and other published documentation, we may at times fail to do so or may be perceived to have failed to do so. Moreover, despite our efforts, we may not be successful in achieving compliance if our employees or vendors fail to comply with our published policies or other documentation. Such failures can subject us to potential law enforcement or legal action if they are found to be deceptive, unfair, or misrepresentative of our actual practices. We expect that new industry standards, laws and regulations will continue to be proposed regarding privacy, data protection and information security in many jurisdictions. We cannot yet determine the impact such future laws, regulations and standards may have on our business. We expect that the evolving regulatory interpretation and enforcement of data protection laws, as well as other domestic and foreign data protection laws, will lead to increased operational and compliance costs and may require us to make changes to our operations, policies, and procedures. Our business is subject to a wide variety of additional extensive and evolving government laws and regulations. Failure to comply with such laws and regulations could have a material adverse effect on our business. We are subject to a wide variety of laws and regulations relating to various aspects of our business, including **, without limitation,** with respect to our wireless location services, employment and labor **matters**, health care **matters**, tax **matters**, privacy and data security **matters**, health and safety **matters**, customs **matters** and government contracting **matters**. Laws and regulations at the foreign, federal, state and local levels frequently change, especially in relation to new and emerging industries, and we cannot always reasonably predict the impact from, or the ultimate cost of compliance with, current or future **legal,** regulatory or administrative changes. We monitor these developments and devote a significant amount of **our** management' s time and external resources towards compliance with these laws, regulations and guidelines, and such compliance places a significant burden on management' s time and other **our** resources, and it may limit our ability to develop new business channels. Moreover, changes in law, the imposition of new or additional regulations or the enactment of any new or more stringent legislation that impacts our business could require us to change the way we operate and could have a material adverse effect on our sales, profitability, cash flows and financial condition. Failure to comply with these laws or regulations or failure to satisfy any criteria or other requirement under such laws or regulations, such as with respect to obtaining and maintaining licenses, certificates, authorizations and permits critical for the operation of our business, may result in civil penalties **or** private lawsuits, **criminal actions or reputational harm,** or result in a delay or the denial, suspension or revocation of **our existing or contemplated** licenses, certificates, authorizations or permits, which would prevent us from operating our business. Additionally, regulation of our industry is still evolving, and new or different laws or regulations could affect our operations and increase direct compliance costs. Application of these laws **or regulations** to our business may negatively impact our performance in various ways, limiting the collaborations we may pursue and increasing our costs and the time necessary to obtain required authorization. The adoption of a multi- layered regulatory approach to any one of the laws or regulations to which we are or may become subject, particularly where the layers are in conflict, could require alteration of our services or operational parameters, which may adversely impact our business. We may not be in complete compliance with all such requirements at all times and, even when we believe we are in complete compliance, a **governmental authority (including a** regulatory agency **)** may determine that we are not. We are subject to stringent U. S. export control and economic sanctions laws and regulations. Unfavorable changes in these laws and regulations or U. S. government licensing policies, our failure to secure timely U. S. government authorizations under these laws and regulations, or our failure to comply with these laws and regulations could have a material adverse effect on our business, financial condition and results of operations. Our business plans are based in part on the distribution of our equipment, software and services world- wide. We are required to comply with U. S. export control laws and regulations, including the EAR administered by the U. S. Department of Commerce' s Bureau of Industry and Security and the foreign asset control regulations administered by the U. S. Department of the Treasury' s Office of Foreign Assets Control. Pursuant to these foreign trade control laws and regulations, we are required, among other things, to (i) determine the proper licensing jurisdiction and export classification of products, software, and technology, (ii) obtain licenses or other forms of U. S. government authorization, or qualify for exceptions, to export our products, software, and technology outside the United States, and (iii) avoid engaging in unauthorized transactions with certain sanctioned countries, territories, entities, and individuals. Violations of applicable export control and sanctions laws and related regulations, which are enforced on a strict liability basis, could result in criminal and administrative penalties, including fines and possible denial of export privileges. U. S. export licenses or license exceptions are required to transfer or make accessible certain of our software source code and technology to our non- U. S. employees (deemed exports). In addition, U. S. export control laws and related licensing policies continue to change, further regulating the export and re- export of our products, services, and technology from the U. S. and abroad, and increasing our costs and the time necessary to obtain required authorization. For example, should exceptions or exemptions under the EAR be changed, our activities otherwise authorized via these mechanisms may become unavailable and could result in the need for additional export authorizations. Additionally, changes to the administrative implementation of export control laws at the agency level may suddenly change as a result of geopolitical events, which could result in existing or proposed export authorization applications being viewed in unpredictable ways, or potentially rejected, as a result of the changed agency level protocol. Increasing trade tensions with China and Russia, in particular, may affect our supply chain, increase direct and indirect compliance costs, or significantly impact relations with business partners. The extensive and changing nature of these export control laws and related licensing policies may diminish our ability to market our solutions in the certain markets. We are exposed to risks related to geopolitical and economic factors, laws and regulations and our international business subjects us to numerous political and economic factors, legal requirements, cross- cultural considerations and other risks associated with doing business globally. Although our international business is still

in its early stages, its development is subject to both U. S. and foreign laws and regulations, including, without limitation, laws and regulations relating to export / import controls (described above), sanctions, technology transfer restrictions, government contracts and procurement, data privacy and protection, anti- corruption laws, including the FCPA, the anti- boycott provisions of the U. S. Export Administration Control Reform Act, security restrictions and intellectual property. Failure by us, our employees, affiliates, partners or others with whom we work to comply with applicable laws and regulations could result in administrative, civil, commercial or criminal liabilities, including suspension or debarment from government contracts or suspension of our export / import privileges. New regulations and requirements, or changes to existing ones in the various countries in which we operate can significantly increase our costs and risks of doing business internationally. Changes in laws, regulations, political leadership and environment, and / or security risks may dramatically affect our ability to conduct or continue to conduct business in international markets, including sales to customers and purchases from suppliers outside the U. S. We may also be impacted by U. S. and foreign national policies and priorities, political decisions and geopolitical relationships, any of which may be influenced by changes in the threat environment, political leadership (including the new U. S. presidential administration), geopolitical uncertainties, world events, bilateral and multi- lateral relationships and economic and political factors, and any of which could impact our operations and / or export authorizations, or delay purchasing decisions or payments and the provision of supplies, goods and services. Global economic conditions and fluctuations in foreign currency exchange rates could further impact our business. For example, the tightening of credit in financial markets outside of the U. S. could adversely affect the ability of our customers and suppliers to obtain financing and could result in a decrease in or cancellation of orders for our products and services or impact the ability of our customers to make payments, or the implementation of new tariffs or other import- or customs- related regulations (e. g., the Information and Communications Technology and Services regime, forced labor restrictions) could impact the availability or cost of product components. We cannot predict what changes to U. S. trade policy will be made by the current Administration, a future presidential administration or Congress, including whether the entry into new bilateral or multilateral trade agreements will occur, nor can we predict the effects that any such changes would have on our business. Changes in U. S. trade policy have resulted and could again result in adverse reactions from U. S. trading partners, including the adoption by such countries of responsive trade policies that may make it more difficult or costly for U. S. businesses to do business with suppliers and manufacturers of such countries. Changes to U. S. foreign trade policy that restrict our ability to transact with other countries, individuals or entities or to conduct business outside the U. S. could materially and adversely affect our business, financial position, results of operations and / or cash flows. We also are increasingly dependent on in- country suppliers and we face risks related to their failure to perform in accordance with the contracts and applicable laws, particularly where we rely on a sole source supplier. The services we provide internationally are sometimes in countries with unstable governments, economic or fiscal challenges, military or political conflicts and / or developing legal systems. This may increase the risk to our employees, subcontractors or other third parties, and / or increase the risk of a wide range of liabilities, as well as loss of property or damage to our products. The occurrence and impact of these factors is difficult to predict, but one or more of them could have a material adverse effect on our financial position, results of operations and / or cash flows.

Risks Related to our Common Stock If we issue and sell additional shares of our common stock in the future, our existing stockholders will be diluted and our stock price could fall. Our amended and restated certificate of incorporation authorizes the issuance of up to 500, 000, 000 shares of ~~Common common Stock stock~~, of which, as of December 31, 2023-2024, 111-131, 132-136, 222-712 shares were outstanding, 8-9, 231-690, 360-053 shares were reserved for issuance under our stock incentive plans or other outstanding options and 44-29, 267-736, 686-493 shares were issuable upon the exercise of warrants. As a result, we have a large number of shares of ~~Common common Stock stock~~ that are authorized for issuance and are not outstanding or otherwise reserved and could be issued at the discretion of our board of directors (our “ Board ”). We expect to seek additional financing in the future in order to fund our operations, and if we issue additional shares of ~~Common common Stock stock~~ or securities convertible into ~~Common common Stock stock~~, our existing stockholders will be diluted. Our Board may also choose to issue shares of our ~~Common common Stock stock~~ or securities convertible into or exercisable for our ~~Common common Stock stock~~ to acquire assets, corporations or companies, for compensation to employees, officers, directors, consultants and advisors, to fund capital expenditures and to enter into strategic partnerships. Additionally, shares of ~~Common common Stock stock~~ could be issued for anti- takeover purposes or to delay or prevent changes in control or management of the Company. Our Board may determine to issue shares of our ~~Common common Stock stock~~ on terms that our stockholders do not believe enhance stockholder value, or that may ultimately have an adverse (including a material adverse) effect on our business or the trading price of our ~~Common common Stock stock~~. Further, the issuance of any such shares may cause further dilution to the ownership interest of our current stockholders, reduce the book value per share of our ~~Common common Stock stock~~ and may contribute to a reduction in the market price for our ~~Common common Stock stock~~. Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. Certain of our executive officers, directors and stockholders own a significant percentage of our outstanding capital stock. As of December 31, 2023-2024, our executive officers, directors, holders of 5 % or more of our capital stock and their respective affiliates beneficially owned approximately 56-46 % of our outstanding shares of ~~Common common Stock stock~~. Accordingly, our directors, executive officers and certain stockholders have significant influence over our affairs due to their substantial stock ownership, and even more so when coupled with their positions on our management team, as applicable. For example, these stockholders may be able to control or influence elections of directors, amendments of our organizational documents, or the approval of any merger, sale of assets or our business, or other major corporate transaction. The concentrated ownership of our common stock may also cause additional volatility as fewer of our shares may be traded on a daily basis. Furthermore, any significant sale of common stock by any of these holders could have an adverse impact on the trading price of our common stock. This concentration

of ownership may prevent or discourage unsolicited acquisition proposals or offers for our **Common common Stock stock** that some of our stockholders may believe is in their best interest. We are subject to the reporting requirements of federal securities laws, compliance with which involves significant time, expense and expertise. We are a public reporting company and are subject to the information and reporting requirements of the Exchange Act and other federal securities laws, including the obligations imposed by the Sarbanes- Oxley Act of 2002. The ongoing costs associated with preparing and filing annual, quarterly and current reports, proxy statements and other information with the SEC in the ordinary course, as well as preparing and filing audited financial statements, are significant and may cause unexpected increases in operational **or advisor (including legal and accounting)** expenses. Our present management team is relatively small and may be unable to manage the ongoing costs and compliance effectively. It may be time consuming, difficult and costly for us to hire additional financial reporting, **legal**, accounting and other finance staff in order to build and retain a management team with adequate expertise and experience in operating a public company. Although our **Common common Stock stock** trades on The Nasdaq Capital Market, a regular trading market for our **Common common Stock stock** may not be sustained in the future. In addition, as a public reporting company, we will be required to document and test our internal control over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act so that our management can certify as to the effectiveness of our internal control over financial reporting by the time our second annual report is filed with the SEC and thereafter, which will require us to document and make significant changes to our internal control over financial reporting. ~~Likewise, which in turn our independent registered public accounting firm will be required to provide implement an and monitor attestation report on the effectiveness of our internal control controls over financial reporting at such time as.~~ **We have never paid dividends on our capital stock, and we cease to be do not anticipate paying an any cash dividends “emerging growth company,” as defined in the foreseeable future** Jumpstart our Business Startups Act (the “JOBS Act”), if we are an “accelerated filer” or “large accelerated filer” at such time. The continued operation and expansion of our business will require substantial funding. We have paid no cash dividends on any of our capital stock to date and we currently intend to retain our available cash to fund the development and growth of our business. Any determination to pay dividends in the future will be at the discretion of our Board and will depend upon our results of operations, financial condition, contractual restrictions **(such as those of the Indenture)**, restrictions imposed by applicable law and other factors our Board deems relevant. We do not anticipate paying any cash dividends on our **Common common Stock stock** in the foreseeable future. Any return to stockholders will therefore be limited to the appreciation of their stock, which may never occur. ~~Certain of our Warrants to purchase common stock~~ are exercisable, which could increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders. **We have a significant number of outstanding warrants for the purchase of common stock.** Outstanding warrants to purchase an aggregate of 18, 749, ~~990-960~~ shares of **Common common Stock stock** became exercisable on November 27, 2021 (the 30th day following the closing of the Business Combination) in accordance with the terms of the warrant agreement governing those securities. These warrants consist of ~~10-14, 999-509, 460-768~~ public warrants and ~~7-4, 750-240, 530-192~~ private placement warrants, related to Spartacus’ initial public offering and financing. The ~~7-4, 750-240, 530-192~~ private placement warrants have been registered pursuant to ~~the an effective Registration registration Statement statement and are included on this Post-Effective Amendment.~~ Each warrant entitles its holder to purchase one share of **Common common Stock stock** at an exercise price of \$ 11. 50 per share and will expire at 5: 00 p. m., New York time, on October 28, 2026 (five years after the completion of the Business Combination), or earlier upon redemption of our **Common common Stock stock** or our liquidation. To the extent warrants are exercised, additional shares of **Common common Stock stock** will be issued, which will result in dilution to our then existing stockholders and increase the number of shares eligible for resale in the public market. Moreover, in conjunction with the issuance of ~~the our senior secured Notes notes~~ in 2023 (Refer to Note 8 to our consolidated financial statements for the twelve months ended December 31, ~~2023-2024~~ included elsewhere in this Annual Report on Form 10- K for more information), we issued 18, 518, 520 warrants (the “ Initial Warrants ”) at an exercise price of \$ 2. 16 per share and, with the issuance of the Additional Notes on July 6, 2023, we issued an additional 7, 407, 407 warrants at an exercise price of \$ 2. 16 per share to purchase shares of our **Common common Stock stock** to certain of the purchasers thereof (the “ Additional Warrants ” and, together with the Initial Warrants, the “ Debt Warrants ”). The Debt Warrants will expire at 5: 00 p. m., New York time, on June 1, 2027. **As of December 31, 2024, 10, 986, 533 Debt Warrants were outstanding.** Sales of substantial numbers of shares of our **Common common Stock stock** underlying the Debt Warrants in the public market **will dilute existing stockholders, may reduce the book value of existing shares of common stock and** could depress the market price of our **Common common Stock stock**. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline. The trading market for our **Common common Stock stock** will depend in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline. ~~29-27~~