Risk Factors Comparison 2025-03-19 to 2024-03-06 Form: 10-K

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Risks Related to Our Business and Operations • Our success and future revenue depend on our ability to achieve design wins and to convince our current and prospective end customers to design our products into their product offerings. • To date we have been successful primarily as a result of introducing our leading- edge GaN power IC technology in mobile charging applications, such as wall chargers and adapters for mobile phones and laptop computers, and on motor drives for home appliances, where we believe we have achieved a market- leading position in GaN power ICs. Growth in demand for our GaN products depends on achieving similar successes in other markets where we believe our GaN technology provides comparable advantages, including consumer electronics, data center, solar and EV. Although we believe we are on track in these efforts, no assurance can be given that we will succeed in similarly displacing legacy silicon solutions in these other target markets for our GaN products. • Our August 2022 acquisition of GeneSiC Semiconductor Inc. (" GeneSiC ") was our first significant acquisition. We have devoted, and expect to continue to devote, significant time and attention to integrating GeneSiC with our GaN operations teams. Given our relatively small size and relative inexperience with acquisitions, we expect to face challenges which present a number of risks to achieving the anticipated benefits of the acquisition. Our revenue, expenses, results of operations and financial condition could be materially adversely affected as a result. • ~~We are dependent on a limited number of distributors and end customers. The loss of, or a significant disruption in the relationships with any of these distributors or end customers, could significantly reduce our revenue and adversely impact our operating results. In addition, if we are unable to expand or further diversify our end customer base, our business, financial condition, and results of operations could suffer. •~~ Since we have significant operations and revenues in China, our business development plans, results of operations and financial condition may be materially and adversely affected by significant political, social and economic developments in China, including governmental or regulatory changes, as well as trade relations between China and the United States and other countries. • **Regulatory restrictions, tariffs, or trade sanctions on certain countries, specifically China, as well as customers, or suppliers, and related developments, may impact our ability to sell or source our products. • The recently announced U. S. tariffs on Chinese imports may lead to increased costs and supply chain adjustments for semiconductor companies. •** We currently rely on a single third- party wafer fabrication supplier and facility for the fabrication of semiconductor wafers for GaN ICs and a separate third- party wafer fabrication supplier and facility for the fabrication of semiconductor wafers SiC MOSFETs, and on a limited number of suppliers of other materials. Commencing manufacturing operations, in particular wafer fabrication, at additional suppliers is a complex and time- consuming process requiring supplier qualification and, usually, end- customer acceptance. As a result, the failure of any existing facilities or suppliers, or of additional suppliers, to continue to produce wafers or other materials, on a timely basis or at all, could harm our business and our financial results. • We may experience difficulties in transitioning to new wafer fabrication process technologies or in achieving higher levels of design integration, which may result in reduced manufacturing yields, delays in product deliveries and increased costs ~~. • Increased costs of wafers and materials, or shortages in wafers and materials, could increase our costs of operations and our business could be harmed. Raw material price fluctuations can increase the cost of our products, impact our ability to meet end customer commitments, and may adversely affect our results of operations~~ . • Because we do not have long- term purchase commitments with our end customers, orders may be cancelled, reduced, or rescheduled with little or no notice, which in turn exposes us to inventory risk, and may cause our business, financial results and future prospects to be harmed. • The complexity of our products could result in unforeseen delays or expenses from undetected defects, errors or bugs in hardware or software which could reduce the market adoption of our products, damage our reputation with current or prospective end customers and adversely affect our operating costs. ~~• From time to time, we may rely on strategic partnerships, joint ventures and alliances for manufacturing and research and development. However, we may not control these partnerships and joint ventures, and actions taken by any of our partners or the termination of these partnerships or joint ventures could adversely affect our business. • We may pursue mergers, acquisitions, investments and joint ventures, which could divert our management' s attention or otherwise disrupt our operations and adversely affect our results of operations.~~ Tax- Related Risks ~~• Legacy Navitas is a tax resident of, and is subject to tax in, both the United States and Ireland. Although we are pursuing relief from double taxation under the double tax treaty between the United States and Ireland, there can be no assurance that such efforts will be successful. Accordingly, the status of Legacy Navitas as a tax resident in the U. S. and Ireland may result in an increase in our cash tax obligations and effective tax rate, which increase may be material.~~ • Any adjustment to the purchase price of the assets that were transferred pursuant to the restructuring of Legacy Navitas in 2020 could adversely impact our tax position. • We could be subject to domestic or international changes in tax laws, tax rates or the adoption of new tax legislation, or we could otherwise have exposure to additional tax liabilities, which could adversely affect our business, results of operations, financial condition or future profitability ~~. • As a result of the plans to expand our business operations, including to jurisdictions in which tax laws may not be favorable, our obligations may change or fluctuate, become significantly more complex or become subject to greater risk of examination by taxing authorities, any of which could adversely affect our after- tax profitability and financial results~~ . • Our ability to use net operating loss carryforwards and other tax attributes may be limited in connection with the Business Combination or other ownership changes. Risks Related to Intellectual Property • We may not be able to adequately protect our intellectual property rights. If we fail to adequately enforce or defend our intellectual property rights, our business may be harmed. • We may not be able to obtain additional patents and the legal protection afforded by any additional patents may not adequately cover the full scope of our business or permit us to gain or keep competitive advantage. • If we infringe or

misappropriate, or are accused of infringing or misappropriating, the intellectual property rights of third parties, we may incur substantial costs or be prevented from being able to commercialize new products. ~~• Our ability to design and introduce new products in a timely manner is dependent upon third- party intellectual property, including third party and " open source " software.~~ Risks Related to Owning Our Common Stock • Concentration of ownership among existing executive officers, directors and their affiliates, including the investment funds they represent, may prevent new investors from influencing significant corporate decisions ~~. • If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, our stock price and trading volume could decline~~ . • The issuance of additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise by us could dilute the ownership and voting power of our stockholders. • Our management has limited public company experience. The obligations associated with being a public company involve significant expenses and require significant resources and management attention, which may divert from our business operations and if we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. • We may issue a substantial number of additional shares under our employee equity incentive plans. PART I Item 1. Business. Overview We design, develop and market next- generation power semiconductors including gallium nitride (GaN) power integrated circuits (ICs), silicon carbide (SiC) power devices, associated high- speed silicon system controllers, and digital isolators used in power conversion and charging. Power supplies incorporating our products may be used in a wide variety of electronics products including fast chargers for mobile phones and laptops, consumer electronics, data centers, solar inverters and electric vehicles, among numerous other applications. Our products provide superior efficiency, performance, size, cost and sustainability relative to existing silicon technology. Our solutions offer faster charging, higher power density and greater energy savings compared to silicon- based power systems with the same output power. By unlocking this speed and efficiency, we believe Navitas is leading a revolution in high- frequency, high- efficiency, high- density, and sustainable power electronics to " Electrify Our World " ™ for a cleaner tomorrow. Industry Overview Most electronic devices that connect to a wall socket require a power supply to convert energy provided by utilities at 100- 240V alternating current (AC) into lower- voltage direct current (DC) required by most electronic devices. Power supplies can be located inside the devices they are powering, as is the case with many consumer electronics and home appliances, or outside of the device, as is typically the case with devices like mobile phone chargers or laptop computers, typically referred to as wall chargers or power adapters. In other applications such as electric vehicles, power may be converted from a high- voltage (e. g. 400 ~~V~~ **or 800V**) DC battery to a lower voltage (e. g. 12 V) or, in the case of solar inverters, from low- voltage DC to high- voltage AC **. Additional, even- higher voltage applications are evolving, such as grid- tied converters, circuit breakers, rail, wind turbines, and industrial- scale charging (megawatt) systems** . In electronic devices today, most of these charging and power supply functions are carried out using silicon (Si) power MOSFETs (Metal Oxide ~~Silicon~~ **Semiconductor** Field Effect Transistors) or IGBTs (Insulated Gate Bipolar Transistors), along with related analog peripheral semiconductors. As the electronic content and functionality of systems have increased over time, existing silicon- based solutions have struggled to achieve high energy efficiency and fast charging, and they require large heat sinks or other thermal management methods, and large or complex form factors. Two newer " wide band- gap " (WBG) materials have entered the power electronics market — gallium nitride (GaN) and silicon carbide (SiC). In general terms, devices rated around 700V address applications requiring output power of approximately 20 W to 20 kW, such as smartphone chargers or data center power supplies **. GaN devices rated from 80- 120 V optimize and enable 48 V- based systems such as AI data centers, EV, and AI robotics** . Silicon Carbide (SiC) solutions are generally designed for higher power **(multi kW to MW)** applications **with** ~~(up to 1 MW) and~~ higher device voltages (up to 6, 500 V). At the highest level, GaN is a combination of gallium and nitrogen, which forms a powerful bond with materially stronger electric fields and greater electron mobility compared to silicon. With a GaN power IC, increased power system switching speeds and energy efficiency can be achieved, which translate into notable benefits for power electronics such as smaller size, lighter weight, higher density, faster charging, energy savings and ultimately a lower system cost. These are significant gains relative to existing Si- based power solutions. A transistor is at the heart of a power supply, and a discrete (that is, non- integrated) GaN transistor requires a specialized silicon driver and multiple other components to drive and protect that GaN transistor. This additional circuitry has limited the adoption of GaN over the last decade due to cost, complexity, size, and vulnerability to system transients. Navitas has solved this problem with the GaN power IC. The Company is the first to integrate all the drive and protection components along with the GaN transistor in a single GaN chip. This provides several form- factor improvements and energy savings compared to silicon solutions. The GaN IC solution also provides several benefits compared to GaN discrete solutions, including a smaller footprint, fewer components, energy savings, and lower cost. **A new, ' bi- directional' GaN platform began sampling in 2024, and represents significant size and system- cost reductions, for solar, motor drive and battery- storage applications.** Based on third- party estimates, the GaN device market (all voltages) in 2023 was ~~about~~ **over** $ ~~260~~ **250** million **,** with **a 41 % CAGR to 2029, and with the** SiC ~~around~~ **market in 2023 over** $ 2. ~~8~~ **7** billion. Based on Navitas' ~~estimates~~ **estimate** , Navitas is a market leader in high- voltage (600- 700V) GaN, and ~~has a~~ **is focused on** growing **market** share ~~of the~~ **in SiC. As new, displacement technologies, GaN and** SiC market **revenues are expected** ~~. The combined GaN and SiC market is estimated~~ to grow **faster than** ~~around 29 % in 2024, with~~ the legacy silicon market ~~growing only approximately 5 %~~ . Combining GaN and SiC, the total potential market opportunity is estimated to be over $ 22 billion per year by 2026, split $ 7 billion for GaN, $ 9. 3 billion for SiC, and with $ 6. 1 billion overlapping GaN / SiC market. By the end of ~~2028~~ **2029** , Yole, which is a consulting firm that specializes in the strategic analysis of markets, estimates that ~~30~~ **33** % of the legacy power silicon market will have been taken by GaN and SiC. Company Overview Converting power efficiently has emerged as a critical challenge as the electrification of our planet continues amid the pursuit of reduced carbon footprints. Electric vehicles, renewable energy, large- scale data processing and other applications all demand power and charging infrastructures with greater speed and efficiency than status- quo silicon technology. Navitas' GaN and SiC products solve complex and demanding challenges that are inherent in power conversion by unlocking both speed and efficiency. Since

our founding in 2014, we have successfully harnessed the fundamentally superior material properties of GaN to enable cost savings and enhanced power conversion through product integration, reducing the amount of space needed to support multiple requirements while dramatically increasing charging speeds. With ten- times stronger electrical fields and twice the electron mobility compared to silicon, GaN is ideally suited for disrupting power switching applications, but challenges around manufacturing quality and reliability make commercialization difficult. By developing a fully qualified manufacturing process with over one billion device hours tested, Navitas overcame these key hurdles to successfully and reliably integrate the critical drive, control and protection circuits into a single chip, enabling mainstream GaN adoption and unlocking the full potential of GaN in speed, efficiency, simplicity and cost. Navitas estimates show that GaN- based power systems can provide 20x faster switching, up to 3x higher power density, 3x faster charging, up to 40 % energy savings and are 3x smaller and lighter compared to silicon- based power systems. Navitas' ICs allow end customers to implement GaN technology with a simple, dependable solution to realize groundbreaking power density and efficiency. We are developing a differentiated GaN power IC platform utilizing decades of power semiconductor technical expertise, robust applications knowledge and strong end customer relationships. We believe our competitive strengths and robust IP portfolio of over ~~250~~ **180** issued and pending **GaN** patents ~~have~~ **(over 300 company- wide)** enabled us to establish a leading market position in GaN power semiconductors. In August 2022, Navitas acquired GeneSiC Semiconductor, adding a broad range of SiC MOSFETs and diodes to the Navitas portfolio. GeneSiC proprietary trench- assisted planar- grade MOSFET technology combines the best of planar SiC (ease of manufacturing, robustness) with the best of trench SiC (low resistance, smaller die sizes). Navitas SiC MOSFETs have lower resistance than competitors at higher temperatures, and operate at cooler temperatures, for expected 3x longer device life expectancy. Navitas is led by a team of power semiconductor industry experts with a combined 300 years of experience in semiconductor materials, devices, applications, systems and marketing. Navitas' Market Opportunities We believe GaN and SiC will continue to displace silicon- based power semiconductors in a broad range of markets ranging from mobile / consumer to home appliance / industrial, data center, solar / storage, and EV. These markets are driven by major, long- term secular trends including explosive growth in data traffic, increasing electricity cost, and the transition from fossil fuel- based to sustainable energy sources to help address climate change. Industry analyst Yole estimates that by the end of ~~2028~~ **2029** , GaN and SiC will have replaced ~~30~~ **33** % of the legacy silicon market. • Mobile / Consumer. With short design- in times, and a strong " portability " value proposition, our initial focus and technology beachhead for GaN was the mobile fast and ultra- fast charging market for smartphones, tablets and laptops. GaN Power ICs generally can provide up to 3x more power and up to 3x faster charging, with half the size and weight of silicon chargers with the same output power. With the introduction of USB Type- C universal connectors and charging protocols, and as smartphone screen size, batteries and functions have increased, demand for high- power " ultra- fast " chargers has been established. For example, GaN- based 240 W chargers supplied with today' s flagship smartphones can enable 0- 100 % charging in less than 10 minutes. As over 2. 5 billion chargers are shipped every year, each estimated to include potentially approximately $ 1 of GaN content, the mobile charger market represents a multi- billion- dollar opportunity based on estimates from IDC PC tracker, USB- C research, Yole research and Navitas estimates. As of December 2023, all of the top- 10 mobile OEMs ~~are~~ **were** in production or development with Navitas **, and repeat orders have continued, with some customers reaching up to 30 % adoption of GaN vs. legacy silicon- based chargers in 2024** . Non- mobile (non- battery) applications include ultra- thin TVs, high- powered gaming systems, desktop all- in- one PCs, and various smart home internet- connected devices. • Data Center **. For AI and hyperscale** ~~Within the enterprise end- market~~ , ~~we primarily focus on solving~~ **the key demands are total** power ~~problems of~~ **, power density and operating costs. As GPUs from NVIDIA (e. g. Hopper, Blackwell & Rubin) and others accelerate in power need to over 1 kW, total rack power demand is increasing from 30 kW to 60 kW, with a roadmap to 480 kW per rack. At the same time, little to no extra space is allocated to the 220V- AC- to- 48V- DC ' silver box' power supplies. Here, no- compromise, hybrid SiC GaN solutions deliver robust, high efficiency, high power density reference designs are available from Navitas' data center design center, in power levels at 3kW, 4. 5kW, 8. 5 kW and beyond. In Q4 2024, a GaN- IP cross- licensing arrangement with Infineon Technologies AG enabled drop- in, ' dual sourcing' and is expected to accelerate GaN' s adoption in in AI** data centers **, plus access to a new, low- voltage (80- 120V) platform addresses 48V applications, and doubles the potential revenue up to $ 10 per kilowatt of power demand** . **In addition,** ~~Nearly~~ **nearly** 50 % of the total cost of ownership of a data center is related to power, which includes the cost of power supplies as well as the cost of electricity for data processing, cooling, lighting and other power needs. For the data processing component alone, by our estimates ~~(2021), a~~ **GaN enables a 40** ~~silicon- based data center is about 75~~ % **reduction** ~~efficient, implying 25 % of the energy used by a data center is wasted as heat. A GaN- based data center can improve efficiency to about 84 % total efficiency, representing benefits~~ in **losses versus** ~~reduced cost of electricity and the cost of cooling. Navitas' data center power platform designs are half the size of~~ legacy silicon ~~- solutions, meet or exceed European Union efficiency requirements and,~~ based **systems** ~~on customer feedback, have an overall bill- of- materials cost lower than legacy silicon. In aggregate, we estimate that data centers represent about a $ 1 billion opportunity for GaN ICs based on IDC Worldwide Quarterly Server Tracker and Navitas analysis~~ . • Solar / Storage. In residential solar, we believe GaN is well positioned to replace silicon in per- panel micro- inverters (350 – ~~500~~ **550** W). Based on customer feedback, we estimate system cost reductions of approximately 25 % compared to legacy silicon solutions, in addition to efficiency- driven energy savings over time. We estimate this translates into about a 10 % improvement in the return on investment in solar systems. Overall, we estimate the GaN IC opportunity for solar applications to be over $ 1 billion per year based on Markets and Markets Micro- Inverter Market report and Navitas analysis. **GaN revenue is expected to begin in 2025, starting with standard GaNFast power ICs, then upgrading to a new ' Bi- directional' GaN platform for further efficiency upgrades, size and component count reductions.** Meanwhile, higher- power, higher- voltage commercial " string " inverters have adopted SiC to replace legacy silicon IGBTs, with significant savings in weight and size. To help balance solar supply and electrical demand, and for users to become more grid- independent, the " attach rate " for battery- based energy-

storage designs (or " bi- directional " EV) that require SiC, is expected to increase from less than 10 % in 2022 to 30 %- 40 % in 2025, according to a leading customer. • Home Appliance / Industrial. This market is dominated by high- efficiency motor drive applications, including domestic appliances such as washing machines, vacuum cleaners, dishwasher pumps, refrigerator compressors and heat pumps, plus industrial uses such as water pumps, conveyor systems, robots, and warehouse materials handling systems. Based on Navitas estimates, high- speed GaN half- bridge power ICs deliver improved energy savings compared to legacy silicon and enable drive- motor integration due to their smaller size and lighter weight. We estimate the opportunity for GaN in 50- 300 W motor drive applications to be around $ 1. 5 billion per year. As motor drive power increases to over 1 hp (~ 750 W), the higher current- handling capabilities of SiC come into play. • Electric Vehicles. EV demand is increasing **, with battery** ~~. Boston Consulting Group' s 2018 forecast for world - wide EV adoption in 2030 was 21~~ **electric passenger cars expected to be 25** % ~~. By~~ **of sales in** ~~2022~~ **2025 and 50** ~~, that 2030 forecast had risen to 53~~ % **by 2031 [i]** . EV adoption challenges include three main themes: the need for faster charging, demand for extended range, and lowering the cost compared to traditional, internal combustion powered cars. EVs can also act as supplementary energy back- up for your home to balance energy supply (from household AC, solar, generators) and demand (heating, cooling, cooking, device charging and other electronics), and be a critical part of an energy- independent micro- grid in the event of a grid power failure. This is known as " V2x " (vehicle to anything) charging. For 400 V- rated EV battery systems, **and where 220VAC home charging is available,** ~ 700 V- rated GaN operates at high- speeds in on- board chargers (OBCs) and DC- DC converters. For example, Navitas' " 3- in- 1 " platform design includes a 6. 6 kW bi- directional charge / discharge and consolidated DC- DC converter. For higher- power traction inverters, and systems with 800 V- rated batteries, 1, 200 V SiC is an optimized solution. We estimate GaN and SiC content per passenger EV to be approximately $ 350 per vehicle. For **long** ~~trucks, buses and earth - moving equipment~~ **haul trucking** , ~~OBCs may be~~ **the USA and 26 other countries signed the COP27 MoU, committing to 30 % Zero- emission Vehicle (ZEV) sales by 2030 and 100 % by 2040, so a significant ramp in production is anticipated. A new " Megawatt Charging System " (SAE J3271) is being finalized that will fast- charge with** up to ~~300 kW~~ **3. 5 MW of power using a 1** , ~~and use~~ **500V cable – requiring** ~~higher~~ -- **high** - voltage ~~distribution rails such as 1, 000 V – which require 1, 700 – 3, 300 V~~ SiC ~~. Similar power and voltage requirements are found in roadside fast chargers~~ **, where Navitas leads the industry with devices up to 6, 500V** . Competitive Strengths ~~By~~ **At** December ~~2023~~ **2024** , over ~~125~~ **240** million Navitas GaN **and nearly 30 million SiC** devices **had** ~~have been~~ shipped, with **proven quality and field- reliability performance (** failure rates of **far** less than one part per million **)** ~~. Over 400 mobile charger models that include Navitas GaN devices have entered mass production. As of February 2024, based on publicly- available data, no other vendor has entered production with monolithically- integrated high- voltage GaN, other than simple diode- connected gate- protection transistors~~ . We believe Navitas is the market and technology leader in **high- voltage** GaN power ICs, with leading revenue, technology and intellectual property ~~. To date, over 12 million GeneSiC products have shipped with excellent quality, and superior performance~~ . We believe our key competitive advantages include: • Industry- Leading IP Position and Proprietary Design Support. Navitas has a broad portfolio of over ~~250~~ **300** patents issued or pending, encompassing key aspects of GaN power circuitry analog and digital integration and SiC device design. Our patents are generally applicable to use cases in all of our targeted market applications. A key element of our intellectual property is our GaN IC process design kit (PDK), which we use to facilitate and accelerate product implementation and end customer development. We believe our PDK includes the industry' s first and most mature and comprehensive device and circuit development libraries, characterization and verification tools, and robust simulation models. • Differentiated GaN Power Solutions. Our integrated circuit approach to GaN power semiconductors eliminates complexity in driving, controlling and protecting GaN transistors while simultaneously fostering design simplicity. We have overcome key hurdles to commercialization with our proprietary GaN design and manufacturing test systems and are fully qualified with over one billion device hours tested to underscore reliability. • Industry- leading, Proprietary SiC Power Solutions. GeneSiC proprietary trench- assisted planar- gate MOSFET technology combines the best of planar SiC (ease of manufacturing, robustness) with the best of trench SiC (low resistance, smaller die sizes). Navitas SiC MOSFETs have lower resistance than competitors at higher temperatures, and in head- to- head bench evaluations, run 25 ° C cooler, for 3x longer device life expectancy. • Enabling, High- frequency Eco- system Control and Isolation Technology. For performance- and cost- optimized applications, high- speed GaN and SiC power components are accompanied by high- frequency system control ICs and digital isolators. Navitas is unique in having a comprehensive eco- system that enables the high levels of integration from 30 W smartphone chargers to 22 kW on- board, and **megawatt** ~~mega- Watt~~ roadside EV chargers. • Established Relationships with Key Partners and End Customers. In support of our technology leadership, we have formed relationships with numerous Tier 1 manufacturers and suppliers, gaining significant traction in mobile and consumer charging applications. • Dedicated Application- Specific Design Centers. We believe we are unique in adding application- specific design centers **, either standalone or in conjunction with partner customers,** for mobile, data ~~center~~ **centers ,** and EV, which allow us to develop GaN- and SiC- based power systems working with key customers in each of these segments, driving additional value with these customers and fueling additional system- led integration back in to our products for future generations. • Proven Leadership Team of Tenured Industry Experts. Navitas' management team has over 400 years of combined power semiconductor experience and a track record of shareholder value creation. Three of Navitas' founders have worked closely together for over 25 years and are credited with power semiconductor industry achievements and successes that include over 200 issued patents and 200 industry papers and presentations. Strategy We are committed to offering unprecedented speed and efficiency to our end- customers through next- generation power semiconductor solutions, empowering efficient electrification while reducing the carbon footprint of our customers' products. Navitas products address a variety of power applications from 20 W to 20 MW, across markets including mobile / consumer, data centers, home appliance / industrial, solar / storage and EV. With an established track record ~~in~~ **and over 240 million GaNFast units shipped into** mobile fast charging **and home appliances** ~~, over 125 million GaN units shipped~~ , we believe Navitas is well positioned to expand GaN into higher power applications **–**

with the GaNSafe platform- and **in parallel,** accelerate adoption of our expansive GeneSiC SiC portfolio. Our key strategic initiatives include: • Acceleration of Technology Development and Innovation. We are focused on bringing to market multiple generations of high- voltage GaN, SiC, and low- voltage Si controller technology that enhance our margin profile while providing further integration benefits and advanced packaging to serve higher power markets. • Expansion into New End Markets and Geographies. Building on our initial success in mobile fast charging and consumer electronics, Navitas is poised for expansion into new market applications including data centers, solar and renewable energy as well as electric vehicles and mobility. Our fabless manufacturing model allows us to scale efficiently into new markets and applications while minimizing capital expenditures. • Selective Acquisitions of Complementary Technologies. We plan to continually evaluate acquisition opportunities that are complementary to our existing portfolio and increase power semiconductor content in our targeted applications. In 2022, Navitas acquired VDDTECH srl, a developer of high- speed digital isolator technology, and GeneSiC Semiconductor Inc., a producer of SiC MOSFETs and diodes. In 2023, Navitas bought- out the remainder of a joint venture with Halo Microelectronics International Corporation for high- speed, low- voltage silicon system controllers. • Leadership in Sustainability. Through Navitas analysis and third- party auditing, we estimate that each GaN power IC shipped saves a net 4 kg of CO2 emissions, and each SiC MOSFET saves 25kg. To date, over ~~200~~ **350** , 000 tons of CO2 emissions have been saved **by GaN alone,** as compared to legacy silicon solutions providing the same power output. Overall, by the target date of the Paris Accord, we estimate that GaN and SiC can reduce CO2 emissions by over 6 Gtons per year. Navitas was the first semiconductor producer solely focused on GaN and SiC products to publish a quantitative, third- party- verified sustainability report, and the first semiconductor company worldwide to be certified CarbonNeutral ® by Climate Impact Partners. Each customer can adapt the CO2 footprint- reduction value of GaN and SiC to achieve their own sustainability analysis and commitments. Sales, Marketing and End Customer Support For GaN, our go- to- market strategy combines robust GaN commercialization and design expertise with validated success in mobile and consumer charging applications to capture market share and expand into new vertical markets. We partner with numerous platforms and end customers globally and target innovative, Tier 1 suppliers to design differentiated power semiconductor solutions. To facilitate end customer success, we offer comprehensive design support and utilize a proprietary process design kit tailored to specific engineering needs. Navitas is unique in ~~opening~~ **operating** ~~three,~~ separate, system- dedicated application design centers **, either standalone or as joint labs with customer partners-** to accelerate adoption of GaN and SiC into fast chargers, data centers and EV. Furthermore, our technologies are capable of being integrated into numerous product generations and design architectures, creating a scalable business opportunity. This technical business- to- business (B2B) approach is supplemented by commercial business- to- consumer (B2C) end- user awareness, and customer co- operative activities across in- person and virtual multi- media platforms. Key distribution partners provide additional field application engineering resources to assist in introducing our technology to a diversified end customer base and implementing our products in end customers' products and systems. In addition, Navitas' direct sales team works to facilitate development of new end customer partnerships with our distribution partners. With a focus on leading global clients, we believe Navitas is well positioned to expand both its existing end customer base and enter new markets in the near- term, while maintaining its current market leadership position in mobile fast charging. The core strength of our business lies in our industry- leading IP position in GaN power ICs and SiC MOSFETs. We invented the first commercial GaN power ICs and along the way have patented many fundamental circuit elements which are needed in most power systems from 20 W to 20 kW **and on to 20 MW** . We have more than ~~250~~ **300** issued or pending patents, which are expected to expire between the end of 2034 and early 2041 ~~. A key element of our intellectual property is our GaN IC process design kit (PDK), which we use to facilitate and accelerate product implementation and end customer development. We believe our PDK includes the industry' s first and most mature and comprehensive device and circuit development libraries, characterization and verification tools, and robust simulation models~~ . Competition Our competitors include suppliers of silicon- based as well as GaN- based and SiC- based power semiconductors. Most suppliers of GaN- based devices today offer discrete (i. e., non- integrated) GaN solutions, which require silicon- based and other components for drive, control and protection. These solutions, even though they offer some benefits compared to silicon, still do not capture all the advantages of a GaN integrated power IC that Navitas provides. Our primary GaN competitors include Infineon Technologies AG, Power Integrations, Inc., Texas Instruments Incorporated, Innoscience (Suzhou) Semiconductor Co., Ltd., ~~Transphorm, Inc~~ **Renesas Electronics Corp** . **,** and Efficient Power Conversion Corporation (EPC). Primary SiC competitors include Infineon, Wolfspeed, Inc., ON Semiconductor Corporation, ROHM Co., Ltd., Qorvo, Inc., and STMicroelectronics International N. V. Our primary silicon- based power semiconductor competitors include Infineon, STMicroelectronics, ON Semiconductor and Power Integrations, among others. Silicon- based power devices are still the incumbent solutions used for power applications and currently have a lower- cost advantage. However, given the speed, power and size advantages of an integrated GaN IC over a silicon solution, coupled with expected cost reductions, we estimate that system cost parity for GaN- based (vs. silicon- based) mobile chargers with output power of 65 W or above was reached in 2023. In higher- power systems, such as kW- level data center supplies, we believe the cost- parity point was reached even earlier, based on customer feedback. Although we believe system cost parity for these GaN- based applications was reached in 2023, there are inherent risks that market conditions may change, which include: • GaN wafer and assembly (packaging) prices may not be reduced by suppliers as fast as expected or committed, especially if global semiconductor shortages occur. • GaN manufacturing yields, while demonstrated over 90 % on a stable, multi- month basis, could deteriorate causing manufacturing costs of GaN ICs to increase. • The cost of silicon controllers, which are an important complement to GaN power ICs used in all mobile chargers, is expected to decrease, but price increases could occur, particularly if global semiconductor shortages occur. Such costs are not directly controlled by Navitas. • Passive and mechanical components (inductors, transformers, capacitors, printed circuit boards (PCBs), plastic housings, and others) are an important complement to GaN power ICs, are used in all mobile chargers and contribute to cost reduction as they generally decrease in size, weight and cost as GaN increases charger switching frequency compared to silicon- based chargers. Although we expect

these cost reductions for passive and mechanical components to continue, it is possible that they will not materialize as expected, and such costs are not directly controlled by Navitas. Even in the absence of shortages in the semiconductor industry, corresponding components in silicon- based chargers may increase, allowing GaN- based chargers to achieve expected system cost parity on a relative basis. ~~With respect to SiC, the market has been supply- restricted, and in 2023 Navitas entered into long- term supply agreements to increase raw- material availability and manufacturing capacity.~~ Manufacturability We utilize a fabless business model, working with third parties to manufacture, assemble and test our products. Navitas devices are fabricated in a layer of GaN sitting on a silicon substrate (known as " GaN- on- Si "). This combination traditionally posed several challenges due to physical dissimilarities in the materials and resulting defect densities, which translated into poor manufacturing, low yields, high costs, and poor reliability. We have spent a significant amount of our history working to solve these problems through process and design improvements and test methods. As a result of these efforts, we have achieved stable, predictable, and consistent yields of well over 90 %. Gallium is produced primarily as a byproduct from the production of bauxite, the chief ore of aluminum. In 2017 world production capacity was estimated at over 1, 000 tons (low- grade and refined), and is estimated to be growing at about 15 % per year, with a supply potential of over 2, 000 tons sourced from many countries. Semiconductor applications dominate the commercial demand for gallium, representing 98 % of its use, which includes microwave circuits, ultra high- speed logic chips, LEDs, laser diodes and, as is the case for Navitas GaN power ICs, in power electronics. Gallium is not considered a rare or precious metal. GaN power ICs typically use only 95 µg (micrograms) of gallium ~~per devi~~ in the manufacture of a device. On this basis we estimate Navitas will consume less than. 01 % of the 2, 000 tons estimated annual supply potential by 2026. Our GaN wafer fab partner since inception has been Taiwan Semiconductor Manufacturing Company (TSMC). We have worked to co- develop GaN- based product manufacturing capabilities with TSMC, which has invested significant capital to develop this capability. Although we have no volume- contracted commitments with TSMC, and purchase wafers on a purchase- order basis, we believe our volumes of GaN products in TSMC wafer fabs are critical to the utilization and efficiency of TSMC' s GaN- specific infrastructure. TSMC operates as a leading global supplier, with significant capacity to meet our growth needs. Our process is compatible with multiple complementary metal- oxide- semiconductor (" CMOS ") foundries with the addition of a small number of GaN- specific process modules. Navitas' SiC products are manufactured by XFAB Texas, Inc. on 150 mm wafers, with high yields and lead times we believe are around half that of competitors. In 2023, Navitas entered into long- term supply agreements with XFAB and raw wafer suppliers to establish capacity increases. Research & Development Navitas has invested its time and effort to carefully develop its proprietary GaN IC chips for power electronics and semiconductor applications. Our experienced teams around the world have made GaN adoption a reality as many end customers in different end markets start to realize the true potential of our GaN power ICs. To protect our market leadership in GaN ICs, we continually look to innovate and improve our GaN ICs, to achieve greater efficiency, integration and speed at lower costs. We evaluate various complementary technologies, look to improve our PDK and hope to keep introducing newer generations of GaN technology. In 2022, Navitas acquired GeneSiC Semiconductor for SiC MOSFETs and diodes with plans to accelerate research and development and adoption of the expansive GeneSiC SiC portfolio. Navitas' research and development activities are located primarily in the U. S., China and Taiwan. We believe we are the first company to publish a sustainability report that comprehensively quantifies the positive impact of GaN power semiconductors on climate change based on global standards. Our report includes a third- party Lifecycle Assessment (LCA) of GaN technology according to ISO14040 / 14044, the international standard for assessing environmental impacts throughout a product' s life cycle — from raw material acquisition through production, use, end- of- life treatment, recycling and final disposal. The Navitas report also quantifies corporate greenhouse gas (GHG) impacts through 3rd party assessments. We estimate that each GaN power IC shipped saves a net 4 kg of CO2 emissions, and each SiC MOSFET saves 25 kg. Combined, GaN and SiC are estimated to save an aggregate of 6 Gtons of CO2 emissions per year by 2050. **[1] DNV " Energy Transition Outlook 2024 "** Human Capital Resources As of December 31, ~~2023~~ **2024** , our worldwide workforce consisted of ~~314~~ **approximately 280** full and part- time employees. Our approach to compensation attempts to align the interests of every employee with the creation of company value over time. The Company offers a wide variety of benefits for employees around the world and invests in tools and resources that are designed to support employees' individual growth and development. Item 1A. Risk Factors. **Product Design and Selection** ~~Risk~~ **Risks** ~~Related to Our Business and Operations~~ Our success and future revenue depends on our ability to achieve design wins and to convince our current and prospective end customers to design our products into their product offerings ~~. If we do not continue to win designs or our products are not designed into our end customers' product offerings, our results of operations and business will be harmed~~ . We sell our power chips to end customers who select our solutions for inclusion in their product offerings. This selection process is typically lengthy and may require us to incur significant design and development expenditures and dedicate scarce engineering resources in pursuit of a single design win, with no assurance that our solutions will be selected. If we fail to convince our current or prospective end customers to include our products in their product offerings or to achieve a consistent number of design wins, our business, financial condition, and results of operations will be harmed **. Even if we are awarded a design win, expected revenues typically do not result for one year or more, if ever** . Because of our extended sales cycle, our revenue in future years is highly dependent on design wins we are awarded in prior years. ~~It is typical that a~~ **After incurring significant design and development expenditures and dedicating engineering resources to achieve an initial** design win ~~will not result in~~ **for a product, a substantial period of time generally elapses before we may generate** meaningful **net sales relating to such product** ~~revenue for one year or more or later~~ , if at all. **The reasons for this delay include, among** ~~If we do not continue to achieve design wins in the~~ **other things** ~~short term~~ , ~~our revenue in~~ the following ~~years will deteriorate. Further~~ **: • changing end customer requirements** , **resulting** ~~a significant portion of our revenue~~ in ~~any~~ - **an extended development cycle for the** ~~period may depend on a single~~ product **; •** ~~design win with a large customer. As a result, the loss of any key design win or any significant~~ delay in the ramp **- up** of volume production of the customer' s products into which our **solutions are designed** ;• delay or cancellation of the customer' s product development plans;• competitive pressures to reduce our selling

price for the product;• the discovery of design flaws,defects,errors or bugs in the products;• lower - than - expected end customer acceptance of the solutions designed for the customer' s products;• lower - than - expected acceptance of our end customers' products;and • higher manufacturing costs than anticipated. ~~If we do not achieve design wins in the short term,then we may not be able to achieve expected net sales levels associated with these design wins.If we experience delays in achieving such sales levels,our operating results could be adversely affected.Moreover,even if an end customer selects our products,~~ we cannot guarantee that this will result in any sales of our products,as the end customer may ultimately change or cancel our product plans,or our end customers' efforts to market and sell our product may not be **successful.Even if an end customer selects our products,revenues from design wins may not materialize if our customer later decides to change or cancel the selection,if our customer decides to change suppliers,if our customer decides to delay production,or if our customer' s** product is **not successful. The loss of a** ~~designed~~ -- **design win, a reduction in sales to any key customer or the loss of the customer altogether, a significant delay or negative development in our end customers' product development plans, or our inability to attract new significant end customers or secure new key design wins** could **seriously impact our revenue and materially and** adversely affect our business, financial condition, and results of operations. We may not be able to maintain sales to our key end customers or continue to secure key design wins for a variety of reasons, and our end customers can stop incorporating our products into their product offerings with limited notice to us and suffer little or no penalty. ~~If we fail to anticipate or respond to technological shifts or market demands, or to timely develop new or enhanced products~~ - **Product** ~~or technologies in response to the same, it could result in decreased revenue~~ and ~~the loss of our design wins to our competitors. Due to the interdependence of various components in the systems within which our products and the products of our competitors operate, end customers are unlikely to change to another design, once adopted, until the next generation of a technology~~ **Technology** ~~. As a result, if we fail to introduce new or enhanced products that meet the needs of our end customers or penetrate new markets in a timely fashion, and our designs do not gain acceptance, we will lose market share and our competitive position. The loss of a key end customer or design win, a reduction in sales to any key customer, a significant delay or negative development~~ **Development Risks** ~~in our end customers' product development plans, or our inability to attract new significant end customers or secure new key design wins could seriously impact our revenue and materially and adversely affect our business, financial condition, and results of operations.~~ If we fail in a timely and cost- effective manner to develop new product features or new products that address end customer preferences and achieve market acceptance, our operating results could be adversely affected. Our products are based on novel design technology and our future success depends on the successful development of high- voltage power switching components and systems based on design technology. There can be no assurance that any development problems we experience in the future related to our products will not cause significant delays or unanticipated costs, or that such development problems can be solved. In addition, we compete in a dynamic environment characterized by rapid technology and product evolution. Our end customers are constantly seeking new products with more features and functionality at lower cost, and our success relies heavily on our ability to continue to develop and market to our end customers new and innovative products and improvements of existing products. In order to respond to new and evolving end customer demands, achieve strong market share and keep pace with new technological, processing and other developments, we must constantly introduce new and innovative products into the market. Our failure to timely develop new technologies or to react quickly to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenue, and / or a loss of market share to competitors. As we develop new product lines, we must adapt to market conditions that are unfamiliar to us, such as competitors and distribution channels that are different from those we have known in the past. Some of our new product lines require us to re- equip our labs to test parameters we have not tested in the past. If we are unable to adapt rapidly to these new and additional conditions, we may not be able to successfully penetrate new markets, although we strive to respond to end customer preferences and industry expectations in the development of our products. Further, if initial sales volumes for new or enhanced products do not reach anticipated levels within the time periods we expect, we may be required to engage in additional marketing efforts to promote such products and the costs of developing and commercializing such products may be higher than we predict. Moreover, new and enhanced products may not perform as expected. We may also encounter lower manufacturing yields and longer delivery schedules in commencing volume production of new products that we introduce, which could increase our costs and disrupt our supply of such products. The success of a new product depends on accurate forecasts of long- term market demand and future technological developments, as well as on a variety of specific implementation factors, including: • timely and efficient completion of process design and device structure improvements; • timely and efficient implementation of manufacturing, assembly, and test processes; • the ability to secure and effectively utilize fabrication capacity in different geometries; • product performance; • product availability; • product quality and reliability; and • effective marketing, sales and service. To the extent that we fail to timely introduce new products or to quickly penetrate new markets, our business, financial condition and results of operations could be materially and adversely affected. Furthermore, we face the risk that end customers may not value or be willing to bear the cost of incorporating newer solutions we develop into our product offerings, particularly if they believe their end customers are satisfied with prior offerings. Regardless of the improved features or superior performance of the newer solutions, end customers may be unwilling to adopt our new solutions due to design or pricing constraints. Because of the extensive time and resources that we invest in developing new solutions, if we are unable to sell new generations of our solutions, our revenue could decline and our business, financial condition, and results of operations would be negatively affected. A fundamental shift in technologies, the regulatory climate or demand patterns and preferences in our existing product markets or the product markets of our end customers or end- users could make our current products obsolete, prevent or delay the introduction of new products or enhancements to our existing products or render our products irrelevant to our end customers' needs. If our new product development efforts fail to align with the needs of our end customers, including due to circumstances outside of our control like a fundamental shift in the product markets of our end customers and end users or regulatory changes, our business,

financial condition and results of operations could be materially and adversely affected. **Our margins are dependent on us achieving continued yield improvement through continued technology development. We rely on obtaining yield improvements and corresponding cost reductions in the manufacture of existing products and on introducing new products that incorporate advanced features and other price / performance factors that enable us to increase revenues while maintaining acceptable margins. Each of these depends on us continuing to successfully develop our technologies. There can be no assurance that development problems we experience in the future related will not cause significant delays in expected cost reductions and corresponding margin improvements. To the extent such cost reductions and new product introductions do not occur in a timely manner, or that our products do not achieve market acceptance, or market acceptance at acceptable pricing, our forecasts of future revenue, financial condition, and operating results could be harmed.** If we fail to accurately anticipate and respond to rapid technological change in the industries in which we operate, our ability to attract and retain end customers could be impaired and our competitive position could be harmed **. If we fail to anticipate or respond to technological shifts or market demands, or to timely develop new or enhanced products or technologies in response to the same, it could result in decreased revenue and the loss of our design wins to our competitors. Due to the interdependence of various components in the systems within which our products and the products of our competitors operate, end customers are unlikely to change to another design, once adopted, until the next generation of a technology. As a result, if we fail to introduce new or enhanced products that meet the needs of our end customers or penetrate new markets in a timely fashion, and our designs do not gain acceptance, we will lose market share and our competitive position** . We operate in industries characterized by rapidly changing technologies as well as technological obsolescence. The introduction of new products by our competitors, the delay or cancellation of any of our end customers' product offerings for which our solutions are designed, the market acceptance of products based on new or alternative technologies, or the emergence of new industry standards could render our existing or future products uncompetitive, obsolete, and otherwise unmarketable. Our failure to anticipate or timely develop new or enhanced products or technologies in response to changing market demand, whether due to technological shifts or otherwise, could result in the loss of end customers and decreased revenue and have an adverse effect on our business, financial condition, and results of operations. The success of some of our products are dependent on our end customers' ability to develop products that achieve market acceptance ~~, and our end customers' failure to do so could negatively affect our business, financial condition, and results of operations~~ . The success of some of our products are heavily dependent on the timely introduction, quality, and market acceptance of our end customers' products incorporating our solutions, which are impacted by factors beyond our control. Our end customers' products are often very complex and subject to design complexities that may result in design flaws, as well as potential defects, errors, and bugs ~~. We have in the past been subject to delays and project cancellations as a result of design flaws in the products developed by our end customers, changing market requirements, such as the end customer adding a new feature, or because a customer' s product fails their end customer' s evaluation or field trial. In other cases, end customer products are delayed due to incompatible deliverables from other vendors. Such end customers have in the past, and may in the future, vary order levels significantly from period to period, request postponements of scheduled delivery dates, modify their orders or reduce lead times. This is particularly common during periods of low demand. We incur significant design and development costs in connection with designing our products for end customers' products that may not ultimately achieve market acceptance~~ . As the company offers more products to new and existing customers, potentially expands its supply relationships, and enters new markets, the company may encounter yield, bugs and reliability issues with specific products, and any such issues could cause customer problems or adversely affect financial results. No assurance can be given that future reliability issues will not have a material effect on financial results in any given period. If our end customers discover design flaws, defects, errors, or bugs in their products, or if they experience changing market requirements, failed evaluations or field trials, or incompatible deliverables from other vendors, they may delay, change, or cancel a project, and we may have incurred significant additional development costs and may not be able to recoup our costs, which in turn would adversely affect our business, financial condition, and results of operations. Furthermore, developing industry trends, including end customers' use of outsourcing and new and revised supply chain models, may affect our revenue, costs and working capital requirements. Even if we succeed in securing design..... and our stock price could decline. If our products do not conform to, or are not compatible with, existing or emerging industry standards, demand for our products may decrease, which in turn would harm our business and operating results. We design certain of our products to conform to current industry standards. Some industry standards may not be widely adopted or implemented uniformly and competing standards may emerge that may be preferred by our distributors or our end customers. Our ability to compete in the future will depend on our ability to identify and ensure compliance with evolving industry standards in our target markets. The emergence of new industry standards could render our products incompatible with products developed by third- party suppliers or make it difficult for our products to meet the requirements of certain original equipment manufacturers. If our end customers or our third- party suppliers adopt new or competing industry standards with which our solutions are not compatible, or if industry groups fail to adopt standards with which our solutions are compatible, our products would become less desirable to our current or prospective end customers. As a result, our sales would suffer, and we could be required to make significant expenditures to develop new products. Although we believe our products are compliant with applicable industry standards, proprietary enhancements may not in the future result in conformance with existing industry standards under all circumstances. We may ~~have difficulties integrating the operations and business of GeneSiC with our own. Our acquisition of GeneSiC is the first significant acquisition we have ever undertaken. The complexities involved in the integration and expansion of GeneSiC as part of our Company are not yet fully understood. We have devoted and expect to continue to devote a significant amount of time and attention to integrating GeneSiC into our existing operations teams. Given our relatively small size and relative inexperience with acquisitions, we expect the challenges involved in this integration to be complex and time consuming. Among other risks that arise from these challenges, we may not be successful in our efforts to: (1)~~

~~integrate new employees with our existing teams; (2) integrate and align numerous business and work processes, including information technology and cybersecurity systems; (3) demonstrate that the GeneSiC acquisition will not adversely affect our ability to address the needs of existing customers, or result in the loss of attention or focus on our existing businesses; (4) coordinate and integrate research and development and engineering teams across technologies and product platforms; (5) consolidate and integrate corporate, information technology, finance and administrative processes; (6) coordinate sales and marketing efforts to effectively position our capabilities and the direction of product development; and (7) minimize diversion of management attention from important business objectives. Even if we are able to integrate the GeneSiC and Navitas businesses and operations successfully, we may~~ not realize the growth and other opportunities that are anticipated from the GeneSiC acquisition. The benefits that we expect to achieve as a result of the GeneSiC acquisition will depend, in part, on our ability to realize anticipated growth and profitability opportunities. **The** ~~Even if we are able to integrate~~ **integration** ~~the~~ **of** GeneSiC **with our other** ~~and Navitas businesses and~~ operations ~~successfully, despite the risks identified in the preceding risk factor, the integration~~ may not result in the realization of the full benefits of the growth and profitability opportunities we currently expect within the anticipated time frame or at all. For example, we may incur substantial expenses in connection with the integration of the GeneSiC business, which are difficult to estimate accurately, and may exceed current estimates. We may need to invest in additional business processes and systems to support the GeneSiC business within Navitas, which may be more complex or costly than the processes and systems needed to operate GeneSiC before the acquisition. Such additional costs would offset the financial benefits realized from the acquisition. **Geographic and Geopolitical Risks** We are subject to risks and uncertainties associated with international operations, which may harm our business. We maintain our operations around the world, including **in** the United States, **China, Taiwan,** Ireland, Germany, Italy, Belgium ~~, China, Taiwan~~ , Thailand, South Korea, and the Philippines. For the years ended December 31, ~~2023~~ **2024** and December 31, ~~2022~~ **2023** , approximately **75 % and** 70 ~~% and 43~~ %, respectively, of our net sales were to end customers in Asia. We allocate revenue among individual countries based on the location to which the products are initially billed even if our end customers' revenue is attributable to end customers that are ~~located~~ **based** in a different location. As of December 31, ~~2023~~ **2024** , approximately ~~60~~ **67** % of our workforce was located outside of the United States. In addition, a substantial majority of our products are manufactured, assembled, tested and packaged by third parties located outside of the United States. ~~Our~~ **The** principal assembly and test facilities **operated by our back- end manufacturing service providers** are located in Taiwan and the Philippines. We also rely on several other wafer fabrication **and** manufacturing ~~partners~~ **service providers** located throughout Asia. Any conflict or uncertainty in this region, ~~inducing~~ **including those posing risks to** public health or safety ~~concerns or~~ **, such as** natural disasters, could have a material adverse effect on our business, financial condition and results of operations. Moreover, the global nature of our business subjects us to a number of additional risks and uncertainties, which could harm our business, financial condition and results of operations, including: • international economic and political conditions and other political tensions between countries in which we do business; • actual or threatened military conflicts in countries or regions where we do not do business or have manufacturing partners, such as the military conflict between Russia and Ukraine, may increase the likelihood of supply interruptions or disruptions in countries or regions where we do business or in which our manufacturing partners have facilities. Such interruptions or disruptions may make it harder for us to find favorable pricing and reliable sources for materials and services we need to make our products, putting upward pressure on our costs; • unexpected changes in, or impositions of, legislative or regulatory requirements, including changes in tax laws; • restrictions on cross- border investment, including enhanced oversight by the Committee on Foreign Investment in the United States (" CFIUS ") and substantial restrictions on investment from **China as well as recently introduced restrictions on investments by U. S. persons in** China; • differing legal standards with respect to protection of intellectual property and employment practices; • local business and cultural factors that differ from our normal standards and practices, including business practices that we are prohibited from engaging in by the U. S. Foreign Corrupt Practices Act of 1977 (" FCPA ") and other anticorruption laws and regulations; • exporting or importing issues related to export or import restrictions, including deemed export restrictions, tariffs, quotas and other trade barriers and restrictions; ~~and~~ • disruptions of capital and trading markets and currency fluctuations **; and • increased costs and supply chain adjustments for semiconductor companies due to recent U. S. tariffs on Chinese imports** . Since we have significant operations and revenues in China, our business development plans, results of operations and financial condition may be materially and adversely affected by significant political, social and economic developments in China. A slowdown in economic growth in China could adversely impact our end customers, prospective end customers, suppliers, distributors and partners in China, which could have a material adverse effect on our results of operations and financial condition. There is no guarantee that economic downturns, whether actual or perceived, any further decrease in economic growth rates or an otherwise uncertain economic outlook in China will not occur or persist in the future, that they will not be protracted, or that governments will respond adequately to control and reverse such conditions, any of which could materially and adversely affect our business, financial condition and results of operations. A significant portion of our net sales is generated through end customers in China which subjects us to risks associated with changes of Chinese end customer interest and governmental or regulatory changes. We generate a significant portion of our net sales through end customers in China. In the fiscal years ended December 31, ~~2023~~ **2024** and December 31, ~~2022~~ **2023** , **60 % and** 62 ~~% and 38~~ %, respectively, of our net revenues were from sales to end customers in China. We expect that our end customers in China will continue to account for a high percentage of our revenue for the foreseeable future. Thus, our business success depends on our ability to maintain strong relationships with our end customers in China. Any loss of our key end customers for any reason, including because of changes of end customer interest in our products, or a change in the relationship with them, including a significant delay or reduction in their purchases, may cause a significant decrease in our revenue, which we may not be able to recapture, and our business could be harmed. Additionally, China' s government has implemented policies from time to time to regulate economic expansion in China. It exercises significant control over China' s economic growth through the allocation of resources, controlling payment of

foreign currency- denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Any additional new regulations or the amendment or modification of previously implemented regulations could require us and our manufacturing partners to change our business plans, increase our costs, or limit our ability to sell products and conduct activities in China, which could adversely affect our business and operating results. The Chinese government also has broad discretion and authority to regulate the technology industry in China. The Chinese government and provincial and local governments also have provided, and continue to provide, various incentives to encourage the development of the semiconductor industry in China. Such incentives include tax rebates, reduced tax rates, favorable lending policies and other measures, some or all of which may be available to our manufacturing partners in China. Any of these incentives could be reduced or eliminated by governmental authorities at any time. Any such reduction or elimination of incentives currently provided to our manufacturing partners could adversely affect our business and operating results. **Commercial Risks We maintain a backlog of customer orders that is subject to cancellation, reduction or delay in delivery schedules, which may result in lower than expected revenues. We sell our products primarily pursuant to purchase orders for current delivery or to forecast, rather than pursuant to long- term supply contracts. As a result, we may produce, or commit resources to producing, products without binding purchase commitments from customers. Even in cases where our standard terms and conditions of sale or other contractual arrangements do not permit a customer to cancel an order without penalty, we may accept cancellations to maintain customer relationships or ~~Because~~ because of industry practice, custom or other factors. Although we take these factors into consideration in our planning, our planning processes are still qualified by the risk that our backlog may deteriorate as a result of customer cancellations. We depend on a few key distributors and the loss of one or more of these distributors could have a material adverse effect on our business, financial condition and results of operations. We cannot assure that any of our current or future distributors will not cease purchasing products from us in favor of products of other suppliers, significantly reduce orders or seek price reductions in the future, and any such event could have a material adverse effect on our revenue, profitability, and results of operations. A downturn in the industry or lower sales could materially adversely affect our business and results of operations. Our business is subject to seasonal fluctuations, which could materially impact our revenue, profitability, and results of operations. Certain end markets, including Mobile, Solar, EV, and Industrial, experience typical seasonal trends that affect demand, particularly in the first quarter. Additionally, broader market weaknesses and inventory corrections in these sectors may further exacerbate seasonal declines. We cannot assure that these seasonal trends will not intensify or that additional market factors will not further impact our financial performance. Any prolonged or greater- than- expected seasonal downturns could have a material adverse effect on our business and operating results. Product Quality and Reliability Risks We may face product warranty or product liability claims that are disproportionately higher than the value of the products involved. Our products are typically sold at prices that are significantly lower than the cost of the equipment or other goods into which they are incorporated. For example, our products that are incorporated into a customer' s product may be sold for several dollars, whereas the customer product might be sold for several hundred dollars. Although we maintain quality control systems, in the ordinary course of our business we receive warranty claims for some products that are defective, or are alleged to be defective, or that do not perform, or are alleged not to perform, to published specifications. Additionally, while we attempt to contractually limit our customers' use of our products, we cannot be certain that our distributors will not sell our products to customers who intend to use them in applications for which we did not intend them to be used. Since a defect or failure in one of our products could give rise to failures in the goods that incorporate them (and consequential claims for damages against our customers from their customers), we may face claims for damages that are disproportionate to the revenues and profits we receive from the products involved. Furthermore, even though we attempt, through our standard terms and conditions of sale and other customer contracts, to contractually limit our liability to replace the defective goods or refund the purchase price, we cannot be certain that these claims will not expose us to potential product liability, warranty liability, personal injury or property damage claims relating to the use of those products. In the past, we have received claims for charges, such as for labor and other costs of replacing defective parts or repairing the products into which the defective products are incorporated, lost profits and other damages. In addition, our ability to reduce such liabilities, whether by contracts or otherwise, may be limited by the laws or the customary business practices of the countries where we do business. And, even in cases where** we do not **believe we** have **~~long-~~ legal liability for such claims, we may choose to pay for ~~term-~~ them ~~purchase commitments with~~ to retain a customer' s business ~~our-~~ or goodwill or to settle claims to avoid protracted litigation. Our results of operations and business could be adversely affected as a result of a significant quality or performance issue in our products, if we are required or choose to pay for the damages that result. Our competitive position could be adversely affected if we are unable to meet** end customers **' or device manufacturers' quality requirements. Semiconductor device suppliers must meet increasingly stringent quality standards of end customers. While our quality performance to date has generally met these requirements , ~~orders~~ we may experience problems in achieving acceptable quality results in the manufacture of our products, particularly in connection with the production of new products or adoption of a new manufacturing process. This risk is greater for products used in applications with higher quality and reliability standards, such as applications in the automotive industry, an important market in which we expect to introduce new products and increase our revenues in response to expected growing demand for electric vehicles. The quality standards we will be expected to achieve in new markets we hope to penetrate, and which are critical to our future growth plans, Our failure to achieve acceptable quality levels for products intended for such applications, or generally, could adversely affect our business results. Warranty claims, product liability claims and product recalls could harm our business, results of operations and financial condition. We face an inherent business risk of exposure to warranty and product liability claims if products fail to perform as**

expected or are alleged to result in bodily injury, death, and / or property damage. In addition, if any of our designed products are alleged to be defective, we may be ~~cancelled~~ **required to participate in their recall. We carry various commercial liability policies** , **including umbrella / excess policies** ~~reduced, or rescheduled with little or no notice,~~ which ~~in turn~~ **provide limited protection against product liability** ~~exposes~~ **exposure . However, we do not maintain separate insurance against product liability risks. As a result, a successful warranty or product liability claim against** us ~~to inventory risk~~ , ~~and~~ **or a requirement that we participate in a product recall, could have adverse effects on our business results. Additionally, in the event that our products fail to perform as expected or such failure of our products results in a recall, our reputation** may ~~cause our business, financial results and future prospect to~~ be ~~harmed. We~~ **damaged, which could make it more difficult for us to** sell our products **to existing** ~~primarily through distributors~~ and **prospective** ~~resellers, with no long- term or minimum purchase commitments from them or their~~ end customers **and could materially and adversely affect** ~~. Substantially all of our sales to date have been made on a purchase order basis, which orders may be cancelled, changed, or~~ **our business** ~~rescheduled with little or no notice or penalty. In addition~~ , ~~even when distributors or~~ **results of operations and financial condition. Furthermore,** end customers may ~~not have~~ **recall their end products if** ~~the~~ **they prove** ~~contractual right~~ to ~~cancel~~ **be defective** or ~~reschedule orders, it is customary~~ **they may make compensatory payments in accordance with industry or** business practice ~~in the semiconductor industry for~~ **or in order** ~~suppliers like us~~ to ~~permit~~ **maintain good end customer relationships. If** such ~~cancellations or rescheduling in order to retain~~ a **recall** ~~customer' s good will or for~~ **or payment is caused** ~~other business reasons. As a result, our revenue and operating results could fluctuate materially and could be materially and disproportionately impacted~~ by ~~purchasing decisions~~ **a defect in one** of ~~our end customers, including our larger end customers. In the future, our distributors or~~ **our** ~~their~~ **products,** end customers may ~~decide~~ **seek** to **recover all or a portion of** ~~purchase fewer units than they have in the past, may alter~~ their ~~purchasing patterns at~~ **losses from us. If** any ~~time with limited~~ **of these risks materialize,** ~~or~~ **our reputation would be harmed and there** ~~no notice, or may decide not to continue to purchase our power semiconductor chips at all, any of which~~ could **be a** ~~cause our revenue to decline materially~~ **material** ~~and materially harm~~ **adverse effect on** our business, financial condition ~~, and results of operations. Cancellations of, reductions in, or rescheduling of end customer orders could also result in the loss of anticipated sales without allowing us sufficient time to reduce our inventory and operating expenses, as a substantial portion of our expenses are fixed at least in the short term. In addition, changes in forecasts or the timing of orders expose Navitas to the risks of inventory shortages or excess inventory. As we no longer intend to acquire inventory to pre- build custom products, we may not be able to fulfill increased demand, at least in the short term. Any of the foregoing events could materially and adversely affect our business, financial condition,~~ and results of operations. Reliability is especially critical in the power semiconductor industry, and any adverse reliability result by us with any of our end customers could negatively affect our business, financial condition, and results of operations. Our end customers generally establish demanding specifications for quality, performance, and reliability that our products must meet. ICs as complex as ours often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments, which might require product replacement or recall. Further, our third- party manufacturing processes or changes thereof, or raw material used in the manufacturing processes may cause our products to fail. We have from time to time in the past experienced product quality, performance or reliability problems. Our standard warranty period is generally one to two years. ~~We recently~~ **In 2023, we** announced a warranty period of 20 years for our GaN IC products. Although we believe this warranty represents a differentiating feature of our GaN IC products and is justified by the reliability our products have demonstrated, our product warranties expose us to significant risks of claims for defects and failures. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with end customer support, cancellations or rescheduling of orders or shipments, and product returns or discounts, any of which would harm our operating results. Furthermore, we may incur costs to investigate customer warranty claims even when those claims prove to be unfounded, such as when a claimed defect results from a customer' s improper system design. Further, the manufacture of our products, including the fabrication of semiconductor wafers, and the assembly and testing of products, involve highly complex processes. For example, minute levels of contaminants in the manufacturing environment, difficulties in the wafer fabrication process or other factors can cause a substantial portion of the components on a wafer to be nonfunctional. These problems may be difficult to detect at an early stage of the manufacturing process and often are time- consuming and expensive to correct. From time to time, we have experienced problems achieving acceptable yields at our third- party wafer fabrication partner, resulting in delays in the availability of components. Moreover, an increase in the rejection rate of products during the quality control process before, during or after manufacture and / or shipping of such products, results in lower yields and margins. In addition, changes in manufacturing processes required as a result of changes in product specifications, changing end customer needs and the introduction of new product lines have historically significantly reduced manufacturing yields, resulting in low or negative margins on those products. Poor manufacturing yields over a prolonged period of time could adversely affect our ability to deliver products on a timely basis and harm relationships with our end customers, which could materially and adversely affect our business, financial condition and results of operations. Our products may contain defects, errors or bugs when they are first introduced or as new versions are released. We have in the past and may in the future experience these defects, errors and bugs. If any of our solutions have reliability, quality or compatibility problems, we may not be able to successfully correct these problems in a timely manner or at all. In addition, if any of our proprietary features contain defects, errors or bugs when first introduced or as new versions of our solutions are released, we may be unable to timely correct these problems. Consequently, our reputation may be damaged and end customers may be reluctant to buy our products, which could harm our ability to retain existing end customers and attract new end customers, and could adversely affect our financial results. In addition, these defects, errors or bugs could interrupt or delay sales to our end customers. If any of these problems are not found until after we have commenced commercial production of a new product, we may incur significant additional development costs and product recall, repair or replacement

costs. These problems may also result in claims against us by our end customers or others. ~~Warranty claims, product liability claims and product recalls could harm our business, results of operations and financial condition. We face an inherent business risk of exposure to warranty and product liability claims if products fail to perform as expected or are alleged to result in bodily injury, death, and / or property damage. In addition, if any of our designed products are alleged to be defective, we may be required to participate in their recall. We carry various commercial liability policies, including umbrella / excess policies which provide some protection against product liability exposure. However, a successful warranty or product liability claim against us in excess of our available insurance coverage and established reserves, or a requirement that we participate in a product recall, could have adverse effects on our business results. Further, it is possible that, in the future, we will not be able to obtain insurance coverage in the amounts and for the risks we seek at policy costs and terms we desire. Additionally, in the event that our products fail to perform as expected or such failure of our products results in a recall, our reputation may be damaged, which could make it more difficult for us to sell our products to existing and prospective end customers and could materially and adversely affect our business, results of operations and financial condition. Furthermore, end customers may recall their end products if they prove to be defective or they may make compensatory payments in accordance with industry or business practice or in order to maintain good end customer relationships. If such a recall or payment is caused by a defect in one of our products, end customers may seek to recover all or a portion of their losses from us. If any of these risks materialize, our reputation would be harmed and there could be a material adverse effect on our business, financial condition and results of operations. Our competitive position could be adversely affected if we are unable to meet end customers' or device manufacturers' quality requirements. Semiconductor IC suppliers must meet increasingly stringent quality standards of end customers. While our quality performance to date has generally met these requirements, we may experience problems in achieving acceptable quality results in the manufacture of our products, particularly in connection with the production of new products or adoption of a new manufacturing process. This risk is greater for products used in applications with higher quality and reliability standards, such as applications in the automotive industry, an important market in which we expect to introduce new products and increase our revenues in response to expected growing demand for electric vehicles. Our failure to achieve acceptable quality levels for products intended for such applications, or generally, could adversely affect our business results.~~ We aim to use the most advanced manufacturing process technology appropriate for our products that is available from our third- party foundry. As a result, we periodically evaluate the benefits of migrating our solutions to smaller geometry process technologies in order to improve performance and reduce costs. We believe this strategy will help us to remain competitive. These ongoing efforts require us from time to time to modify the manufacturing processes for our products and to redesign some products, which in turn may result in delays in product deliveries. We may face difficulties, delays and increased expense as we transition our products to new processes and potentially to new foundries. We cannot assure you that our current third- party foundry will be able to effectively manage such transitions or that we will be able to maintain our relationship with our current third- party foundries or develop relationships with new foundries. If we or our foundry experience significant delays in transitioning to smaller geometries or fail to efficiently implement transitions, we could experience reduced manufacturing yields, delays in product deliveries and increased costs, all of which could harm our relationships with our end customers and our operating results. As new processes become more prevalent, we expect to continue to integrate greater levels of functionality, as well as more end customer and third- party intellectual property, into our solutions. We may not be able to achieve higher levels of design integration or deliver new integrated solutions on a timely basis. **Supplier Risks** ~~If our foundry vendor does not achieve satisfactory yields or quality, our reputation and end customer relationships could be harmed. The fabrication of our GaN power ICs is a complex and technically demanding process. Minor deviations in the manufacturing process can cause substantial decreases in yields, and in some cases, cause production to be suspended. Our foundry vendor, from time to time, experience manufacturing defects and reduced manufacturing yields. Changes in manufacturing processes or the inadvertent use of defective or contaminated materials by our foundry vendors could result in lower than anticipated manufacturing yields or unacceptable performance of our ICs. Many of these problems are difficult to detect at an early stage of the manufacturing process and may be time consuming and expensive to correct. Poor yields from our foundry vendor, or defects, integration issues or other performance problems in our solutions, could cause us significant end customer relations and business reputation problems, harm our financial results and give rise to financial or other damages to our end customers. Our end customers might consequently seek damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend. Our margins are dependent on us achieving continued yield improvement.~~ We rely on **single sources of supply for front- end** ~~obtaining yield improvements and corresponding cost reductions in the manufacture~~ **manufacturing (wafer fabrication)** of ~~existing~~ **our** products **,** and on **a limited number of suppliers of** ~~introducing new products that incorporate advanced features and~~ other **materials** ~~price / performance factors that enable us to increase revenues while maintaining acceptable margins. To the extent such cost reductions and new product introductions do not occur in a timely manner, or that our products do not achieve market acceptance or market acceptance at acceptable pricing, our forecasts of future revenue, financial condition, and operating results could be harmed~~. We rely on a single third- party **manufacturer (** wafer **foundry) to** ~~fabrication~~ **fabricate** ~~facility for the fabrication of semiconductor wafers~~ **our gallium nitride (GaN) products,** and on a **separate** ~~limited number of suppliers of other materials~~ , **single** ~~and the failure of this facility or any of these suppliers or additional suppliers to continue to produce wafers~~ - **wafer foundry to fabricate** ~~or~~ **our silicon carbide (SiC) products** ~~other materials on a timely basis could harm our business and our financial results~~ . We **also** ~~rely on a single supplier to supply and fabricate silicon wafers used in the manufacture of our IC products and purchases~~ - **purchase** a number of key materials and components used in the manufacture of our products from single or limited sources ~~which means that~~ **. As a result,** any disruption in ~~their~~ -- **the** supply **to or from these third parties** (including ceasing or suspending operations entirely), may require us to transfer manufacturing processes to a new location or facility. Our success is dependent upon our ability to successfully partner with our suppliers and our ability to produce wafers with competitive

performance attributes and prices, including smaller process geometries **. We do not have long- term contractual supply commitments from our suppliers of wafer fabrication services** . In addition, terms with respect to the volume and timing of wafer production and the pricing of wafers produced by the semiconductor foundries are determined through periodic negotiations with wafer foundries, which usually result in short- term agreements that do not provide for long- term supply or allocation commitments for end customers, including us. We cannot guarantee that the foundry that supplies our wafers will offer us competitive pricing terms or other commercial terms important to our business. We **also** cannot guarantee that our suppliers will not experience manufacturing problems, including delays in the realization of advanced manufacturing process technologies or difficulties due to limitations of new and existing process technologies. For example, we may experience supply shortages due to the difficulties our supplier and other foundries may encounter if they must rapidly increase their production capacities from low utilization levels to high utilization levels because of an unexpected increase in demand. Furthermore, we cannot guarantee that the supplier will be able to manufacture sufficient quantities of our products or that they will continue to manufacture a given product for the full life of the product. We could also experience supply shortages due to very strong demand for our products, or a surge in demand for semiconductors in general, which may lead to tightening of foundry capacity across the industry. ~~We~~ **Because we** do not have long- term contracts with some of our suppliers and third- party manufacturers ~~. As a result~~ , ~~such~~ **those** ~~supplier~~ **suppliers** or third- party ~~manufacturer~~ **manufacturers** can discontinue supplying components or materials to us at any time without penalty. Converting or transferring such fabrication processes from one of our primary facilities to an alternative or backup facility due to a disruption would likely be expensive and could take substantial time, given our highly complex manufacturing and fabrication processes, which incorporate our proprietary technologies. During such a transition, we may attempt to meet end customer demand through our existing inventories, or may attempt to modify partially finished goods to meet the required fabrication specifications. Given the rapid obsolescence timeline to which our products are typically subject, however, we generally do not maintain significant levels of excess inventory and, as a result, it is unlikely that our existing inventory will be sufficient to meet end customer demand during such a transition. In addition, any attempt to modify partially finished goods to meet the required fabrication specifications may not be successful and will require us to incur unanticipated costs. As a result, we may not be able to meet our end customers' needs during such a transition, which would negatively impact our net sales, potentially damage our end customer relationships and our reputation and may have a material adverse effect on our business, financial condition and results of operations. **If** ~~Further, public health crises such as an outbreak of contagious diseases like Covid- 19 have negatively affected the supply chain for silicon wafers, resulting in shortages, and may affect the operations of our supplier and other foundries. In addition, weak economic conditions may adversely impact the financial health and viability of the supplier and result in its insolvency or~~ **our** ~~its inability to meet its commitments to us. The insolvency of our supplier or any significant manufacturing problem or insufficient~~ foundry **vendor does** ~~capacity would disrupt our operations and negatively impact our financial condition and results of operations. If we fail to maintain our supplier relationships, if our suppliers do~~ not **achieve satisfactory** ~~provide facilities and support for our development efforts, if our suppliers are insolvent or experience financial difficulty, or if we elect or are required to change foundry, we may incur significant costs and delays. If our suppliers are unable to, or do not, manufacture sufficient quantities of our products at acceptable~~ yields ~~, we may be required to allocate the affected products among our~~ **or quality** ~~end customers~~ , ~~prematurely limit or~~ **our reputation and** ~~discontinue the sales of certain products, or incur significant costs to transfer products to another foundry, which could harm our~~ end customer relationships **could be harmed. The fabrication of our products is complex and technically demanding. Minor deviations in the manufacturing process can cause substantial decreases in yields, and in some cases, cause production to be suspended. Our foundry vendors, from time to time, experience manufacturing defects and reduced manufacturing yields. Changes in manufacturing processes or the inadvertent use of defective or contaminated materials by our foundry vendors could result in lower than anticipated manufacturing yields or unacceptable performance of our products. Many of these problems are difficult to detect at** ~~and~~ **an** ~~operating~~ **early stage of the manufacturing process and may be time consuming and expensive to correct. Poor yields from our foundry vendor, or defects, integration issues or other performance problems in our solutions, could cause us significant end customer relations and business reputation problems, harm our financial** results **and give rise to financial or other damages to our end customers. Our end customers might consequently seek damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend. See " Product Quality and Reliability Risks ", above** . We rely on the timely supply of materials and new technologies and could suffer if suppliers fail to meet their delivery obligations or raise prices. Certain new technologies and materials needed in our manufacturing operations are only available from a limited number of suppliers. Our manufacturing operations depend on deliveries of materials in a timely manner and, in some cases, on a just- in- time basis. From time to time, suppliers may extend lead times, limit the amounts supplied or increase prices due to capacity constraints or other factors. Supply disruptions may also occur due to shortages in critical materials or components. We have encountered shortages and delays in obtaining components and materials and may encounter additional shortages and delays in the future. Because our products are complex, it is frequently difficult or impossible to substitute one type of material with another. Further, a failure by suppliers to deliver requirements could result in disruptions to our third party manufacturing operations. Our business, financial condition and results of operations could be harmed if we are unable to obtain adequate supplies of materials in a timely manner or if there are significant increases in the costs of materials. **Increased** ~~In addition, our next- generation technology depends on other new technologies supplied by third- party vendors. We depend on these third parties to supply us with new technology in a timely manner that meets our performance, cost~~ **costs of wafers** and **materials,** ~~quality needed by our~~ **or shortages** ~~end customers. We do not have any long- term supply agreements with any of our suppliers. If these new technologies are not available~~ in ~~the future~~ **wafers and materials, could increase** ~~or~~ **our** ~~if we encounter any problems with the delivery, quality, cost~~ **costs** ~~or performance~~ of **operations and** ~~these new technologies,~~ our business ~~could be materially impacted and our financial condition~~

~~and results of operation~~ could be harmed. Worldwide manufacturing capacity for wafers is relatively inelastic. If the demand for wafers or assembly material exceeds market supply, our supply of wafers or assembly material could quickly become limited or prohibitively expensive. A shortage in manufacturing capacity could also hinder our ability to meet product demand and therefore reduce our revenue. If greater demand for wafers is not offset by an increase in foundry capacity, market demand for wafers or production and assembly materials increases, or if a supplier of our wafers or other materials ceases or suspends operations, for example due to shutdown measures implemented in response to the Covid- 19 outbreak, our supply of wafers and other materials could become limited. Such shortages raise the likelihood of potential wafer price increases, wafer shortages or shortages in materials at production and test facilities, resulting in potential inability to address our end customer product demands and our backlog in a timely manner and reduce our revenue and gross margins. If we are unable to purchase wafers at favorable prices or at all, or we face supply shortages, our financial condition and results of operations will be harmed. ~~China' s overall economic condition,which could have negative repercussions on our business.Furthermore,the imposition of tariffs could cause a decrease in the sales of products to end customers located in China or~~ other end customers selling to Chinese end users,which could materially and adversely affect our business,financial condition and results of operations.We are subject to U.S.laws and regulations that could limit and restrict the export of some products and services and may restrict transactions with certain end customers,business partners and other persons,including,in certain cases,dealings with or between our employees and subsidiaries.In certain circumstances,export control and economic sanctions regulations may prohibit the export of certain products,services and technologies and in other circumstances we may be required to obtain an export license before exporting the controlled item.Compliance with these laws and regulations could materially limit operations or sales,which would materially and adversely affect our business and results of operations.In addition,U.S.laws and regulations and sanctions,or threat of sanctions,that could limit and restrict the export of some of our products and services to end customers,may also encourage end customers to develop their own solutions to replace our products,or seek to obtain a greater supply of similar or substitute products from competitors that are not subject to these restrictions,which could materially and adversely affect our business,financial condition and results of operations.Further,our sales may be adversely affected by the current and future political environment in China and the policies of the China Central Government.China' s government has exercised and continues to exercise substantial control over nearly all sectors of the Chinese economy through regulation and state ownership.Our ability to ship products to China may be adversely affected by changes in Chinese laws and regulations,including those relating to taxation,import and export tariffs,raw materials,environmental regulations,land use rights,property and other matters.Under its current leadership,China' s government has been pursuing economic reform policies that encourage private economic activity and greater economic decentralization.There is no assurance,however,that China' s government will continue to pursue these policies,or that it will not significantly alter these policies from time to time without notice.The United States government has called for substantial changes to foreign trade policy with China and has raised (as well as has proposed to further raise in the future),tariffs on several Chinese goods.China has retaliated with increased tariffs on United States goods.Any further changes in United States trade policy could trigger retaliatory actions by affected countries,including China,resulting in trade wars.Any changes in United States and China relations,including through changes in policies by the Chinese government could adversely affect our financial condition and results of operations,including:changes in laws,regulations or the interpretation thereof,confiscatory taxation,governmental royalties,restrictions on currency conversion,imports or sources of supplies,or the expropriation or nationalization of private enterprises.In addition,there may be circumstances where we may have to incur premium freight charges to expedite the delivery of our products to end customers or as a result of being required to ship to alternative ports due to local Chinese government regulations or delays at the ports that we typically utilize **.If we incur a significant amount of freight charges,our gross profit will be negatively affected if we are unable to pass on those charges to end customers.Risks Related to Ownership of Our Common** Our working capital needs are difficult to predict. Our working capital needs are difficult to predict and may fluctuate. The comparatively long period between the time at which we commence the manufacturing process and the time at which a product may be delivered to an end customer leads to high inventory and work- in- progress levels. The volatility of our end customers' businesses and the time required to manufacture products also make it difficult to manage inventory levels. We may require additional capital to support our business, and this capital might not be available on acceptable terms, if at all. We intend to continue to make investments to support our business growth and may require additional capital to respond to business opportunities and challenges, including the need to develop new features and products or enhance existing services, improve operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in debt or equity financings to secure additional funds. Any such financing secured in the future would increase expenses and could involve restrictive covenants relating to capital raising activities or create significant shareholder dilution, which may make it more difficult to obtain additional capital and to pursue business opportunities. We may not be able to obtain additional financing on favorable terms, if at all. If we are unable to obtain adequate financing or financing on satisfactory terms when required, our ability to continue to support business growth and to respond to business challenges could be significantly impaired, and our business may be harmed. The cost of raw materials is a..... and thus decrease our gross margin. We have in the past identified material weaknesses in our internal control over financial reporting. If we identify such material weaknesses in the future and are unable to remedy these material weaknesses, or if we fail to establish and maintain effective internal controls, we may be unable to produce timely and accurate financial statements, and we may conclude that our internal control over financial reporting is not effective, which could adversely impact our investors' confidence and our stock price. As **disclosed in this annual report for the year ended December 31, 2024, and as** previously disclosed in our **amended** annual report on Form 10-K **/ A** for the year ended December 31, ~~2021~~ **2023** ~~and 2022~~ , in connection with the audit of our consolidated financial statements for the years then ended, we identified material weaknesses in our internal control over financial reporting **(see** ~~, as described in~~ Part II, Item 9A ~~,~~ **(** Controls and Procedures ~~. In~~ **) of this annual report on Form 10- K for the year ended**

December 31, ~~2022~~ **2024 ,** and ~~into~~ **our amended annual report on Form 10- K / A for the year ended December 31,** 2023, ~~we~~ **filed with the SEC on July 23, 2024). We have** ~~began~~ **begun** implementing and ~~are continuing~~ **continue** to implement measures ~~designed~~ to improve our internal control over financial reporting ~~to~~ **and** remediate these material weaknesses ~~, specifically by hiring additional accounting personnel~~ **. These efforts include engaging an external advisor** to ~~augment existing technical expertise~~ **evaluate and document the design and effectiveness of our internal controls,** as well as to **assist with remediation as needed. Additionally, we are hiring accounting and finance personnel to support our remediation efforts, leveraging third- party resources with relevant expertise to supplement our internal team, and assessing training needs for both new and existing personnel to strengthen our internal controls. As a result of these efforts, we have strengthened our internal controls and made meaningful progress compared to the prior year. We employ modeling techniques to support the valuation of our accounts receivable and to project the timing and amount of expected collections. While these models are designed to** provide **reliable insights,** ~~the~~ **they** ~~staffing~~ **involve certain inherent risks, especially if any assumptions or inputs prove inaccurate, incomplete, or less indicative of future outcomes than anticipated. As part of our risk management efforts, we use a discounted cash flow model for accounts receivable as** necessary ~~to maintain effective segregation of duties. In 2023~~ , ~~we hired~~ **informed by historical trends** ~~an~~ **and** ~~external consulting firm to act as~~ **robust assumptions. However, should these assumptions** ~~our~~ - **or historical patterns deviate from actual results,** ~~internal audit department and to assist us with the~~ **there** ~~Company~~ **is potential for variance in the model** ' s **accuracy, which could affect decisions based on** ~~SOX 404 (b) requirements. As part of the~~ **these** ~~Company' s SOX 404 (b) requirements~~ **forecasts. Cybersecurity Risks We face significant and evolving cybersecurity risks that could adversely affect our operations, financial condition, and reputation. We are subject to a growing number of sophisticated cyber attacks, including ransomware attacks and the exfiltration of proprietary and confidential information. Despite our ongoing efforts to enhance our cybersecurity measures** , we **may not be able** ~~have identified and implemented additional internal controls~~ to **prevent, detect, or** mitigate **all such attacks. A successful cyber attack could result in the** ~~the~~ **theft , destruction, or unauthorized** ~~material weaknesses identified from the prior year. As disclosed~~ - **disclosure** ~~in Part II~~ **of our intellectual property** , ~~Item 9A~~ **trade secrets** , **or customer data. In 2024** we **experienced at least** ~~have tested our controls related to~~ **two attempted cyber attacks** ~~the material weaknesses identified from the prior year for a sufficient period of time and have concluded through testing~~ that ~~as~~ **we are aware** of ~~December 31~~ , ~~2023,~~ **one of which resulted in unauthorized access to non- critical systems. While** these **incidents did not** ~~controls were operating effectively. Therefore, we have concluded that the material~~ **materially affect our operations** ~~weaknesses previously identified have been remediated at December 31~~ , ~~2023~~ **future breaches could lead to significant financial losses, operational disruptions, and reputational damage** . **Tax** Risks ~~Related to Taxes~~ The Company and Legacy Navitas are a U. S. corporation for U. S. federal income tax purposes and thus subject to U. S. corporate income tax on our worldwide income. In addition, because Legacy Navitas is also incorporated under Irish law, Legacy Navitas is also subject to Irish income tax on its worldwide income. We, through our foreign subsidiaries, are subject to income taxes in other foreign jurisdictions as a result of foreign operations in such jurisdictions. Thus, new laws and policy relating to either U. S., Irish or other applicable foreign jurisdiction taxes may have an adverse effect on our business and future profitability. Further, existing U. S., Irish or other foreign tax laws, statutes, rules, regulations, ordinances or treaties could be interpreted, changed, modified or applied adversely to us, possibly with retroactive effect. The passage of any legislation resulting in changes in U. S. federal income tax laws could adversely affect our business and future profitability. Further, we could be adversely impacted by changes in tax treaties or the interpretation or enforcement thereof by any tax authority. Such changes could materially and adversely affect the effective tax rate of our business and require us to take further action, at potentially significant expense, to seek to preserve our effective tax rate. Legacy Navitas is a tax resident of, and is subject to tax in, both the United States and Ireland. While we intend to pursue relief from double taxation under the double tax treaty between the United States and Ireland, there can be no assurance that such efforts will be successful. Accordingly, the status of Legacy Navitas as a tax resident in the U. S. and Ireland may result in an increase in our cash tax obligations and effective tax rate, which increase may be material. Because Legacy Navitas is registered as a Delaware limited liability company and because it is treated as a U. S. corporation under Section 7874 of the Code and the Treasury Regulations promulgated thereunder, it is treated as a U. S. corporation for U. S. federal income tax purposes. Because Legacy Navitas is treated as a domestic corporation for U. S. federal income tax purposes, among other consequences, it is generally subject to U. S. federal income tax on its worldwide income, and its dividends are treated as dividends from a U. S. corporation. Regardless of the application of Section 7874 of the Code and its registration as a Delaware limited liability company, Legacy Navitas is also treated as an Irish tax resident for Irish income tax purposes as a consequence of being incorporated under the laws of Ireland. Therefore, because Legacy Navitas is a tax resident of Ireland and the U. S., it could be liable for both U. S. and Irish taxes on its worldwide income and dividends paid by it to us could be subject to Irish withholding taxes. While we intend to pursue relief from double taxation under the double tax treaty between the United States and Ireland, there can be no assurance that such efforts will be successful or result in a favorable outcome. Accordingly, the status of Legacy Navitas as a tax resident in the United States and Ireland may result in an increase in its cash tax obligations and effective tax rate, which increase may be material. As a consequence of Legacy Navitas being treated as an inverted domestic corporation under the Homeland Security Act, the U. S. federal government and certain state and local governments may refrain from entering into contracts with it in the future, which could substantially decrease the value of our business and, accordingly, the value of our common shares. The Federal Acquisition Regulation (" FAR ") prohibits U. S. federal government agencies from using appropriated (or otherwise made available) funds for contracts with a foreign incorporated entity, or a subsidiary of such an entity, that is an " inverted domestic corporation, " as defined in the Homeland Security Act at 6 U. S. C. § 395 (b). This means that government agencies may be prohibited from entering into new contracts with an inverted domestic corporation, and may be prohibited from paying for contractor activities on existing contracts after the date of the " inversion. " If our business becomes heavily dependent upon

revenues generated from U. S. federal government contracts, the treatment of Legacy Navitas as an inverted domestic corporation could substantially decrease the value of our business and, accordingly, the value of our common shares. The application of the " inverted domestic corporation " definition is somewhat unclear due to the lack of detailed regulations or other guidance promulgated with respect to the relevant provisions of the Homeland Security Act (or similar state or local rules). Section 7874 of the Code, discussed above, includes substantially similar provisions regarding the determination of whether a foreign corporation is treated as a U. S. domestic corporation for U. S. federal income tax purposes. While the regulatory provisions and other guidance issued by the IRS and the Treasury Department with respect to Section 7874 of the Code provide more detailed guidance, which interprets Section 7874 of the Code as having expansive application, these regulations do not explicitly apply for the purposes of determining whether a corporation is an inverted domestic corporation under the Homeland Security Act (or similar state or local rules), and it is unclear to what extent they should be viewed as interpretive guidance for such purposes. As discussed above, Legacy Navitas is treated as a U. S. domestic corporation under Section 7874 of the Code. Therefore, if the expansive guidance issued by the IRS and Treasury Department were viewed as interpretive for purposes of the definition of " inverted domestic corporation " in the Homeland Security Act (or similar state or local rules), it is expected that Legacy Navitas will be treated as an inverted domestic corporation for such purposes. **As a result** ~~In connection with the restructuring~~ of ~~Legacy Navitas in 2020, substantially all of the intellectual property and other~~ -- **the plans** ~~intangible assets of Legacy Navitas were sold from a subsidiary of the Legacy Navitas group~~ to **expand our business operations** ~~Navitas Ireland. Legacy Navitas has recently obtained a third- party valuation of the transferred assets to support the purchase price paid for such assets. However~~ , ~~there can~~ **including to jurisdictions in which tax laws may not** be ~~no assurance that the relevant~~ **favorable, our obligations may change or fluctuate, become significantly more complex or become subject to greater risk of examination by** taxing authorities ~~will agree with the purchase price ascribed to the transferred assets~~ , ~~and an~~ **any of which** ~~adjustment to the purchase price~~ could adversely ~~impact Legacy Navitas'~~ **affect our after-** tax ~~position~~ **profitability and financial results** . In the event our business expands domestically or internationally, our effective tax rates may fluctuate widely in the future. Future effective tax rates could be affected by operating losses in jurisdictions where no tax benefit can be recorded under U. S. GAAP, changes in the composition of earnings in countries with differing tax rates, changes in deferred tax assets and liabilities, or changes in tax laws. Additionally, we may be subject to tax on more than one- hundred percent of our income as a result of such income being subject to tax in multiple state, local or non- U. S. jurisdictions. Factors that could materially affect our future effective tax rates include, but are not limited to: (a) changes in tax laws or the regulatory environment, (b) changes in accounting and tax standards or practices, (c) changes in the composition of operating income by tax jurisdiction and (d) pre- tax operating results of the combined business. Additionally, we may be subject to significant income, withholding and other tax obligations in the United States and Ireland and may become subject to taxes in numerous additional state, local and non- U. S. jurisdictions with respect to income, operations and subsidiaries related to those jurisdictions. Our after- tax profitability and financial results could be subject to volatility or be affected by numerous factors, including: (a) the availability of tax deductions, credits, exemptions, refunds (including refunds of value added taxes) and other benefits to reduce tax liabilities; (b) changes in the valuation of deferred tax assets and liabilities; (c) expected timing and amount of the release of any tax valuation allowances; (d) tax treatment of stock- based compensation; (e) changes in the relative amount of earnings subject to tax in the various jurisdictions in which we operate; (f) the potential expansion into or otherwise becoming subject to tax in additional jurisdictions; (g) changes to the existing intercompany structure (and any costs related thereto) and business operations; (h) the extent of intercompany transactions and the extent to which taxing authorities in the relevant jurisdictions respect such intercompany transactions; and (i) the ability to structure our operations in an efficient and competitive manner. Outcomes from audits or examinations by taxing authorities could have an adverse effect on our after- tax profitability and financial condition. Additionally, the IRS and several foreign tax authorities have increasingly focused attention on intercompany transfer pricing with respect to sales of products and services and the use of intangibles. Tax authorities could disagree with our intercompany charges, cross- jurisdictional transfer pricing or other matters and assess additional taxes. If we do not prevail in any such disagreements, our profitability may be adversely affected. We have incurred net operating losses for U. S. federal income tax purposes since our inception. To the extent that we continue to generate U. S. federal net operating losses, amounts which are not used to offset taxable income may carry forward to offset future taxable income, if any, for U. S. federal income tax purposes until such carryforwards expire, if at all. As of December 31, ~~2023~~ **2024** , Navitas had U. S. federal net operating loss carryforwards of approximately $ ~~165~~ **220** . ~~0~~ **9** million. Under the Tax Cuts and Jobs Act of 2017 (the " TCJA "), as modified by the Coronavirus Aid, Relief, and Economic Security Act (the " CARES Act "), U. S. federal net operating loss carryforwards generated in taxable years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80 % of taxable income. It is uncertain if and to what extent various states will conform to the TCJA or the CARES Act. In addition, our U. S. federal net operating loss carryforwards are subject to review and possible adjustment by the IRS and state tax authorities. Under Sections 382 and 383 of the Code, the deductibility of our U. S. federal net operating loss carryforwards and other tax attributes may become subject to an annual limitation in the event of certain cumulative changes in the ownership of our common stock. Under Section 382 of the Code, if a corporation experiences an " ownership change, " the corporation' s ability to use its pre- change net operating loss carryforwards to offset its post- change income may be limited. An ownership change pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5 percent of a corporation' s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three- year period. If we have experienced an ownership change at any time since our inception, utilization of the U. S. federal net operating loss carryforwards or other U. S. federal tax attributes would be subject to an annual limitation under Section 382 of the Code, which is determined by first multiplying the value of our common stock at the time of the ownership change by the applicable long- term tax- exempt rate, and then could be subject to additional adjustments, as

required. Any limitation may result in expiration of a portion of our U. S. federal net operating loss carryforwards before utilization. Additionally, future changes in our stock ownership, which may be outside our control, may trigger an ownership change. Our U. S. federal net operating losses may also be impaired under state tax laws. Accordingly, we may not be able to utilize a material portion of our U. S. federal net operating loss carryforwards. We have not yet determined any resulting limitations on our ability to utilize our net operating loss carryforwards and other tax attributes. If we earn taxable income for U. S. federal income tax purposes in the future, such limitations could result in increased future income tax liability to us and our future cash flows could be adversely affected. We have recorded a valuation allowance related to our net operating loss carryforwards and other deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets. ~~Risks Related to Our~~ Intellectual Property **Risks** Much of the technology used in the markets in which we compete is protected by patents and trade secrets, and our commercial success will depend in significant part on our ability to obtain and maintain patent and trade secret protection for our products and methods. To compete in these markets, we rely on a combination of trade secret protection, nondisclosure and licensing agreements, patents and trademarks to establish and protect our proprietary intellectual property rights. Our intellectual property rights may be challenged or infringed upon by third parties or we may be unable to maintain, renew or enter into new license agreements with third- party owners of intellectual property on reasonable terms. In addition, our intellectual property may be subject to infringement or other unauthorized use outside of the United States. In such case, our ability to protect our intellectual property rights by legal recourse or otherwise may be limited, particularly in countries where laws or enforcement practices are undeveloped or do not recognize or protect intellectual property rights to the same extent as the United States. Unauthorized use of our intellectual property rights or our inability to preserve existing intellectual property rights could adversely impact our competitive position and results of operations. The loss of our patents could reduce the value of the related products that practice such patents. In addition, the cost to litigate infringements of our patents, or the cost to defend ourselves against patent infringement actions by others, could be substantial and, if incurred, could materially affect our business and financial condition. Proprietary trade secrets and unpatented know- how are also very important to our business. We rely on trade secrets to protect certain aspects of our technology, especially where we do not believe that patent protection is appropriate or obtainable. However, trade secrets can be difficult to protect. Our employees, consultants, contractors, outside collaborators and other advisors may unintentionally or willfully disclose our confidential information to competitors, and confidentiality agreements may not provide an adequate remedy in the event of unauthorized disclosure of confidential or proprietary information. Enforcing a claim that a third party illegally obtained and is using our trade secrets may be expensive and time consuming Moreover, our competitors may independently develop equivalent knowledge, methods and know- how. Failure to obtain or maintain trade secret protection could adversely affect our competitive business position. Our ability to obtain additional patents is uncertain and the legal protection afforded by these patents may not adequately protect our rights or permit us to gain or keep competitive advantage. In addition, the specific content required of patents and patent applications that are necessary to support and interpret patent claims can be uncertain due to the complex nature of the relevant legal, scientific and factual issues. Changes in either patent laws or interpretations of patent laws in the United States or elsewhere may diminish the value of our intellectual property or narrow the scope of our patent protection. Even if patents are issued regarding our products and processes, our competitors may challenge the validity of those patents. If we infringe or misappropriate, or are accused of infringing or misappropriating, the intellectual property rights of third parties, we may incur substantial costs or prevent us from being able to commercialize new products. The semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. ~~From time to time~~ **We have received communications** , **and** we ~~may~~ **expect to** receive **additional** communications from ~~third parties~~ **time to time,** that allege **or imply** that our products or technologies infringe ~~their~~ -- **the** patent or other intellectual property rights **of third parties** . Lawsuits or other proceedings resulting from allegations of infringement could subject us to significant liability for damages, invalidate our proprietary rights and adversely affect our business. In the event that any third- party succeeds in asserting a valid claim against us or any of our end customers, we could be forced to do one or more of the following: • discontinue selling, importing or using certain technologies that contain the allegedly infringing intellectual property which could cause us to stop manufacturing certain products; • seek to develop non- infringing technologies, which may not be feasible; • incur significant legal expenses; • pay substantial monetary damages to the party whose intellectual property rights we may be found to be infringing; and / or • we or our end customers could be required to seek licenses to the infringed technology that may not be available on commercially reasonable terms, if at all. We may not prevail in such matters or be able to license any valid and infringed patents from third parties on commercially reasonable terms. This could result in the loss of our ability to import and sell our products or require us to pay costly royalties to third parties in connection with sales of our products. In addition, if a third- party causes us to discontinue the use of any technologies, we could be required to design around those technologies. This could be costly and time consuming and could have an adverse effect on our financial results. Any significant impairments of intellectual property rights from any litigation we face could materially and adversely impact our business, financial condition, results of operations and our ability to compete. **Even when we believe we do not infringe the intellectual property rights of a third party, we may decide to enter into a settlement agreement with the third party in order to avoid the risks and costs resulting from protracted litigation. Such settlement agreements may require us to make fixed or recurring payments to the third party, which could materially and adversely impact our business, financial condition and results of operations.** In addition, we could be subject to claims that our employees, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of third parties. If we are unable to resolve claims that may be brought against us by third parties related to their intellectual property rights on terms acceptable to us, we may be precluded from offering some of our products or using some of our processes. Defending ourselves against third- party claims, including litigation in particular, may be costly and time consuming and may divert management' s attention from our business. Our ability to design and introduce new products in a timely manner is dependent upon third- party IP, including third party and "

open source ” software. In the design and development of new products and product enhancements, we rely on third- party intellectual property such as software development tools and hardware testing tools. Furthermore, certain product features rely on intellectual property acquired from third parties, including hardware and software tools and products. The design requirements necessary to meet future consumer demands for more features and greater functionality from semiconductor products may exceed the capabilities of the third- party intellectual property or development tools that are available to us. In addition, hardware and software tools and products procured from third parties may contain design or manufacturing defects that such third parties are unable to resolve, including flaws that could unexpectedly interfere with the operation of our products. Furthermore, some of the software licensed from third parties may not be available in the future on terms acceptable to us or allow our products to remain competitive. The loss of these licenses or the inability to maintain any of them on commercially acceptable terms could delay development of future products or the enhancement of existing products. If the third- party intellectual property that we use becomes unavailable or fails to produce designs that meet consumer demands, our business could be harmed. Risks ~~Related to Regulatory Compliance Investments in or~~ **of Owning Our Common Stock Our business and operations could be impacted** by ~~us~~ **stockholder activism, which could negatively affect our business and cause disruptions. We value constructive input from our stockholders and regularly engage in dialogue with our stockholders regarding strategy and performance. While our board of directors and management team welcome their views and opinions with the goal of enhancing value for all of our stockholders, we** may be subject to ~~foreign investment regulation and review in~~ **actions or proposals from activist stockholders that may not align with our business strategies or the best interests of all of our stockholders. In the event such stockholders pursue any proposals concerning** ~~the~~ **these** ~~United States and elsewhere~~ **matters or we otherwise become the subject of stockholder activism** , ~~which~~ **this may create a significant distraction for our management and employees. This could negatively impact our ability to execute our business plans and may require our management to expend significant time, resources and costs, including legal fees and other expenses incurred in connection with any proxy contest that** may result **from** ~~in material restrictions, conditions, prohibitions or penalties on us or our investors related to~~ any such ~~investments~~ **stockholder activism** . **Furthermore** ~~Semiconductor technologies generally~~ , ~~and GaN and SiC semiconductors~~ **when individuals are elected to our board of directors with a** ~~specifically~~ ---- **specific agenda** , **it** may **adversely affect our** ~~be subject to heightened regulatory scrutiny. Our industry is subject to foreign direct investment (“ FDI ”) regulations in many countries, including the United States. Our~~ ability to **effectively implement** ~~invest in companies or~~ **our business strategy** ~~operations in, and our ability to raise capital from investors affiliated with, those jurisdictions may be subject to review or approval requirements, restrictions, conditions, or prohibitions. Any review and approval of an~~ **and** ~~investment~~ **create additional value** ~~or~~ **for** ~~transaction by~~ **our stockholders,** ~~an~~ **and could lead us to adopt** ~~FDI regulator may have outsized impacts on transaction certainty, timing, feasibility, and cost, among~~ other **plans** ~~things. FDI regulatory policies and practices are rapidly evolving, and in the event that an FDI regulator reviews one or more proposed or existing investments, there can be no assurance~~ that we ~~will~~ **cannot predict which could focus on short- term benefits with longer- term costs or that may not** be ~~able to maintain, or proceed~~ **in the best interests of the company. Such stockholder activism may also create uncertainties** with **respect** ~~, such investments on terms acceptable~~ to ~~us. We~~ **our business development plans, financial position and operations,** may **result** ~~be unable to complete commercially desirable acquisitions~~ in ~~such jurisdictions~~ **changes to** ~~or~~ **our** ~~be subject to material costs~~ **senior management team, may adversely affect** ~~or~~ **our** ~~restrictions~~ **ability to attract and retain key employees and may result** in ~~connection~~ **loss of potential business opportunities** with ~~such acquisitions. While we strive to comply with all applicable laws and regulations, the application of FDI regulations could also in some circumstances result in financial or~~ **our** ~~other penalties or require divestments~~ **current and potential customers and business partners** , any of which could have a material ~~impact~~ **adverse effect** on ~~us~~ **our business, financial condition, cash flows and results of operations** . In **addition** ~~the United States~~ , **such stockholder activism** ~~certain investments that involve the acquisition of, or investment in, a U. S. business by an investor subject to foreign control (a “ foreign person ”)~~ may **cause significant fluctuations in** ~~be subject to review and approval by~~ the ~~Committee~~ **market value of our Class A common stock based** on **temporary** ~~Foreign Investment in the United States (“ CFIUS ”). Whether CFIUS has jurisdiction to review an acquisition~~ or **speculative market perceptions** ~~investment transaction depends on~~ , ~~among~~ **uncertainties or** other factors ~~, the nature and structure of the transaction, including the level of beneficial ownership interest and the nature of any information or governance rights involved, and the nature of the technology possessed by the U. S. business. For example, investments that result in “ control ” of a U. S. business, which may include governance rights falling well short of majority control, by a foreign person are always subject to CFIUS jurisdiction. CFIUS’ s jurisdiction also extends to investments~~ that do not ~~result in control~~ **necessarily reflect the underlying fundamentals and prospects** of **our** ~~a U. S.~~ business ~~by a foreign person~~ , if they afford foreign investors with information..... have publicly announced plans to institute an **and** outbound investment review regime, and various..... Furthermore, the imposition of tariffs could cause ~~a decrease in~~ the ~~sales~~ **market value** of ~~products to end customers located in China or~~ **our Class A** other end customers selling to Chinese end..... Risks Related to Ownership of Our Common **common** ~~Stock~~ **stock to decline.** At December 31, ~~2023~~ **2024** , executive officers, directors and their affiliates, including the investment funds they represent, as a group beneficially owned approximately ~~32~~ **30** . ~~5~~ **6** % of our outstanding ~~Class A Common~~ **common** ~~Stock~~ **stock** . As a result, these stockholders are able to exercise a significant level of influence over matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions. Such influence could have the effect of delaying or preventing a change of control of our company or changes in management and will make the approval of certain transactions difficult or impossible without the support of these stockholders. At December 31, ~~2023~~ **2024** , we had **approximately 534 million** ~~540, 991, 421~~ shares of Class A ~~Common~~ **common** ~~Stock~~ **stock** authorized but unissued. In addition, our certificate of incorporation authorizes us to issue up to 10, 000, 000 shares of Class B ~~Common~~ **common** ~~Stock~~ **stock** and 1, 000, 000 shares of preferred stock. The preferred stock can be issued with such rights and preferences as may be

determined by our board. Our certificate of incorporation authorizes us to issue shares of Class A ~~Common~~ **common** ~~Stock~~ **stock** or other securities convertible into or exercisable or exchangeable for shares of Class A ~~Common~~ **common** ~~Stock~~ **stock** from time to time, for the consideration and on the terms and conditions established by our board in its sole discretion, whether in connection with a financing, an acquisition, an investment, stock incentive plans or otherwise. Such additional shares of Class A ~~Common~~ **common** ~~Stock~~ **stock** or such other securities may be issued at a discount to the market price of Class A ~~Common~~ **common** ~~Stock~~ **stock** at the time of issuance. Our preferred stock could be issued with voting, liquidation, dividend and other rights superior to the rights of Class A ~~Common~~ **common** ~~Stock~~ **stock** . As discussed below, the potential issuance of preferred stock may delay or prevent a change in control of us, discourage bids for Class A ~~Common~~ **common** ~~Stock~~ **stock** at a premium to the market price, and materially and adversely affect the market price and the voting and other rights of the holders of Class A ~~Common~~ **common** ~~Stock~~ **stock** . Any issuance of such securities could result in substantial dilution to our then existing stockholders and cause the market price of shares of Class A ~~Common~~ **common** ~~Stock~~ **stock** to decline. Provisions in our certificate of incorporation and our bylaws and under the DGCL contain antitakeover provisions that could prevent or discourage a takeover. Provisions in our certificate of incorporation and our bylaws may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our Class A ~~Common~~ **common** ~~Stock~~ **stock** , thereby depressing the market price of Class A ~~Common~~ **common** ~~Stock~~ **stock** . In addition, because our board is responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board. Among other things, these provisions include those establishing: • a classified board of directors with three- year staggered terms, which may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control of us or our management; • no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; • the exclusive right of our board to elect a director to fill a vacancy created by, among other things, the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from filling vacancies on our board; • the ability of our board to authorize the issuance of shares of preferred stock and to determine the terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; • the ability of our board to alter the bylaws without obtaining stockholder approval; • a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of stockholders; • the requirement that a special meeting of stockholders may be called only by a majority vote of our board, which may delay the ability of our stockholders to force consideration of a proposal or for stockholders controlling a majority of our capital stock to take action, including the removal of directors; and • advance notice procedures that stockholders must comply with in order to nominate candidates to our board or to propose matters to be acted upon at an annual meeting or special meeting of stockholders, which may discourage or delay a potential acquirer from conducting a solicitation of proxies to elect the acquirer' s own slate of directors or otherwise attempting to obtain control of us until the next stockholder meeting or at all. We may issue a substantial number of additional shares under an employee incentive plan. The issuance of additional shares of common or preferred stock: • may significantly dilute the equity interests of our investors; • may subordinate the rights of holders of Class A ~~Common~~ **common** ~~Stock~~ **stock** if preferred stock is issued with rights senior to those afforded our Class A ~~Common~~ **common** ~~Stock~~ **stock** ; • could cause a change in control if a substantial number of shares of our Class A ~~Common~~ **common** ~~Stock~~ **stock** is issued, which may affect, among other things, our ability to use our net operating loss carry forwards, if any, and could result in the resignation or removal of our present officers and directors; and • may adversely affect prevailing market prices for our Class A ~~Common~~ **common** ~~Stock~~ **stock** .