

Risk Factors Comparison 2025-03-03 to 2024-02-29 Form: 10-K

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Investing in our common stock involves a high degree of risk. You should carefully consider all of the information contained in this Annual Report on Form 10-K, including the sections titled “Cautionary Note Regarding Forward-Looking Statements,” and Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of **Operation Operations**,” and our consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K. The risks **and uncertainties** described below are not the only ones we face. Any of the following risks could materially and adversely affect our business, financial condition and results of operations, ~~and~~ the actual outcome of matters as to which forward-looking statements are made in this Annual Report on Form 10-K and could cause the trading price of our common stock to decline, which would cause you to lose all or part of your investment. Our business, financial condition and results of operations could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. Risks Related to Our Business and Industry We may fail to meet our publicly announced guidance or other expectations about our business and future results of operations, which would cause our stock price to decline. We have provided, ~~and~~ may continue to provide, guidance about our business and future results of operations. On February 27, ~~2024~~ **2025**, we issued guidance for the first quarter of ~~2024~~ **2025** and full year ~~2024~~ **2025**. ~~This~~ **Our** guidance, which consists of forward-looking statements, is qualified by, and subject to, such assumptions, estimates and expectations as of the date such guidance is given and may be revised at a later time, solely in our discretion, as we learn more information. Such forward-looking statements involve known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. In developing ~~this~~ guidance, our management must make certain assumptions and judgments, ~~including but~~ **about** not limited to, **among other things**, our business strategy, plans, ~~and~~ goals; ~~;~~ expectations concerning our market position, ~~and~~ future operations; ~~;~~ and other financial and operating information, as well as the impact of events **beyond** outside of our control (, such as macroeconomic conditions, ~~;~~ ~~the COVID-19 pandemic or~~ shortages of fertility medications ~~;~~ ~~or trends in utilization or consumption,~~ that are ~~or were at this time~~ inherently difficult to predict. While the guidance may be presented with numerical specificity, it is necessarily speculative in nature. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release of such guidance. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our actual business results may vary significantly from such guidance or ~~that~~ consensus due to a number of factors, many of which are outside of our control, ~~and~~ which could adversely affect our business and future results of operations. ~~Furthermore~~ **In addition**, if we make downward revisions of our previously announced guidance, or if our publicly announced guidance of our future results of operations fails to meet expectations of securities analysts, investors or other interested parties, the price of our common stock would decline. The ~~fertility~~ market in which we ~~participate~~ **operate** is **highly** competitive, and, if we do not continue to compete effectively, our **business, financial condition and** results of operations could be harmed. ~~The~~ **We operate in a highly competitive** market ~~for our solutions is competitive and is likely to attract~~ **increased competition, which could make it hard for us to succeed.** We compete on the basis of several factors, including: ~~the~~ **value and** comprehensiveness of our ~~benefits~~ solutions and the Smart Cycle (our unique approach to benefits plan design ~~which~~ **that** ensures that members always have coverage for a full treatment cycle as their access to treatment is not limited by a dollar maximum that could be exhausted mid-treatment), superior ~~clinical~~ outcomes, access for all employee groups (~~including~~ **LGBTQ and covered dependents** single mothers by choice), equitable access to care across ~~geographies~~ **geographic areas**, quality of the member experience and comprehensive member support, access to our selective Center of Excellence (~~our~~ **proprietary, credentialed** network of high-quality fertility specialists), data reporting and ~~sharing~~ **analysis** and access to an integrated pharmacy solution. While we do not believe any single competitor offers a similarly robust and integrated fertility and family building benefits ~~solution~~ **solutions** as to what we provide, there are alternative solutions in the market **offered by** such as the health insurance companies that are able to provide fertility benefits management services as part of their overall administration of a company’s health plan and that are our primary competition. In addition, **entities** other competitors include specialty fertility-focused solutions owned or sponsored by the health insurance companies to provide more comprehensive support to fertility patients than their general medical coverage provides, such as case management or educational support, and the venture capital or private equity-backed companies that focus on maternity and reproductive health services more broadly; or ~~who~~ **that** provide fertility-specific benefits solutions. As we market our solutions to potential clients that currently utilize other ~~vendors to manage their employees’~~ fertility benefits **vendors**, we may fail to convince their internal stakeholders that our offerings and our model are superior to their current solutions. Some of our competitors are more established, benefit from greater brand recognition and have substantially greater financial, technical and marketing resources. Our competitors may ~~seek~~ to develop or integrate solutions and services that may ~~become~~ **be** more efficient or appealing to our existing and potential clients. For example, fertility-focused ~~pharmacy benefits managers, or~~ **PBMs**, could emerge that would compete with Progyny Rx. In addition, we believe one of our key competitive advantages is our purpose-built, data-driven platform. While we do not believe any competitors have developed a similarly robust data collection, **analysis sharing** and reporting process at this time, current or future competitors may be successful in doing so in the future. **As** ~~In addition, as the fertility benefits field gains more~~ **attention, market in which we operate matures and** more competitors **enter the market and introduce differentiated solutions or services that compete with our solutions, our success depends on our ability to: compete effectively in our**

market, identify and effectively respond to changes in market dynamics and client and member preferences, maintain or increase our market share, and differentiate our offerings by innovating and delivering products and services that provide enhanced value to our clients and members. As we market our solutions to existing and potential clients, we must convince them that our solutions and our model are superior to our competitors. As a result of these and other factors, we may be drawn into the market unable to continue to compete successfully, which would have an adverse effect on our business, financial condition and results of operations. We also could be adversely affected if we fail to identify or effectively respond to changes in market dynamics. As a result of any of these factors, we may not be able to continue to compete successfully against our current or future competitors, and this competition could result in declining the failure of our platform to continue to maintain market acceptance share, which would harm our business, financial condition and results of operations. In addition, Many many healthcare industry participants are consolidating to create larger and more integrated healthcare delivery systems with greater market power, and we expect regulatory and economic conditions to result in additional consolidation in the healthcare industry. Additionally, financial Financial investors are acquiring fertility practices, and this may accelerate consolidation within the fertility industry. Although comprehensive, our solution is a standalone fertility benefit, and Clients clients may prefer a single healthcare solution, which could adversely affect our ability to retain existing clients or grow our client base. We In addition, we work with partner organizations to market our benefit to potential clients. As consolidation accelerates, the economies of scale of our partners partner organizations may grow. If a partner experiences sizable growth following consolidation, it may determine that it no longer needs to rely on us and may reduce its demand for our services. Furthermore, as healthcare providers consolidate to create larger and more integrated healthcare delivery systems with greater market power, these providers may try to use their market power to negotiate fee increases for their services. Finally, consolidation may also result in the acquisition of our partners by competitors or development by our partners of products and services that compete with our products and services. Any of these potential results of consolidation could also have a material adverse effect on our business, financial condition and results of operations. Unfavorable conditions in the global economy or our industry could limit our ability to grow our business and negatively affect our results of operations. Market volatility and uncertainty related to general economic conditions remain widespread, making it very difficult for our clients and us to accurately forecast and plan future business activities. Negative conditions in the general economy in the United States and elsewhere, including conditions resulting from changes in gross domestic product growth, financial and credit market fluctuations, inflation, consumer confidence, international trade relations, geopolitical conflict, political turmoil, natural catastrophes, resurgences epidemics, pandemics or outbreaks of contagious diseases or the worsening thereof, including the COVID-19 pandemic, warfare and terrorist attacks, could cause a decrease in business investments, including spending on employee benefits, and negatively affect the growth of our business. In addition, Economic economic conditions, including inflation, interest rate fluctuations, changes in capital market conditions, disruptions in the banking industry and other parts of the financial services sector, and regulatory changes, such as the taxability of medical benefits like ours, may affect our ability to obtain necessary financing on acceptable terms. Unfavorable changes in our industry, including reductions in general healthcare spending, or in the United States and global economy could have a negative effect on our and our existing clients' and potential clients' results of operations. This could result in the delay or cancellation by certain clients, including if purchases adoption of our solution solutions are perceived by existing clients and potential clients to be discretionary, if they experience a reduction in their employee headcounts headcount, whether due to reductions in force or turnover, or are unable to grow employee headcounts headcount or there are material defaults by members on past amounts due. An increase in the cost of obtaining fertility medication or general medical cost inflation could also negatively impact our results of operation operations. In addition, the increased pace of consolidation in the healthcare industry may result in competitors with greater market power, which may adversely affect our ability to retain existing clients and attract new clients. Many economists believe the global economy will likely experience a recessionary environment in the near future. The Federal Reserve's efforts to tame inflation have led to, and may continue to lead to, increased interest rates. A significant escalation or expansion of economic disruption could have a material adverse effect on our results of operations. We cannot predict the timing, strength, or duration of any economic slowdown, instability, or recovery, generally or within any particular industry, nor its impact on us or our clients. Our business depends on our ability to retain our existing clients and increase the adoption of our services within our client base. Any failure to do so would harm our business, financial condition and results of operations. As part of our growth strategy, we are focused on retaining and expanding our services within our existing client base. A Our client clients can expand the fertility benefits they offer to their employees in a number of ways, including by adding egg freezing or, increasing the number of Smart Cycle units under their benefits plan (i.e., and adding from two to three Smart Cycles per household). In addition, our fertility benefits solution clients can purchase our add-on Progyny Rx solution or any of our other solutions and services. We went live with Progyny Rx in 2018, and 91 % of our current clients have now launched this solution, including approximately 98-95 % of the clients we signed in 2023-2024. Factors that may affect our ability to retain our existing clients and sell additional solutions to them include, but are not limited to, the following: • the price, timeliness and outcomes of our solutions; • the availability, price, timeliness, outcome outcomes, performance and functionality of competing solutions; • our ability to maintain and appropriately expand our Center of Excellence network of high- quality fertility specialists; • our ability to continue to offer complementary solutions and services that will enhance our comprehensive fertility and family building offering; • changes in healthcare laws, and regulations or, the enforcement of such laws and regulations, or healthcare trends; • any material increase in unemployment rate; • global economic conditions, including any material increase in unemployment rates, and the business environment of our clients and, in particular, slowing growth or reduction in our clients' headcount or spending on employee benefits; and • consolidation of our clients, resulting in a change to their benefits program or a shift to one of our competitors. Any of the above factors, alone or together, could negatively affect our ability to retain existing clients and sell additional solutions to them, which would have an adverse effect on our business, revenue growth and

results of operations. Our largest clients account for a significant portion of our revenue, and a significant number of our clients are in the technology industry. The loss of one or more of these clients, changes to pricing terms with these clients or changes within the technology industry could negatively impact our business, financial condition and results of operations. We currently have contracts to serve over 450-530 employers with at least 1,000 covered lives in the United States across more than 40 industries. For the year ended December 31, 2024, one of our clients accounted for 12% of our total revenue (the "Client"). For the year ended December 31, 2023, the one of our clients—Client accounted for 13% of our total revenue. For the year ended December 31, 2022, two clients accounted for 16% and 10%, or a combined 26%, of our total revenue. No other clients accounted for more than 10% of our total revenue for the years ended December 31, 2024 and 2023 and. In the third quarter of 2022-2024, we were notified that the Client elected to exercise a 90-day option to terminate its services agreement, effective as of January 1, 2025. Engagement with these clients is generally covered through contracts that are multi-year in duration. These clients may terminate early or decline to renew their existing contracts with us upon expiration, and any such termination or failure to renew could have a negative impact on our revenue and compromise our long-term growth strategy. Our clients could also renegotiate pricing terms at the time of renewal, which could have a negative impact on our revenue. In addition, we generate a significant portion of our revenue from clients in the technology industry. Any of a variety of changes in that industry, including reductions in workforce or heightened employee attrition, changes in economic conditions, mergers or consolidations, reduced spending on benefits programs and other factors, could adversely affect our business, financial condition and results of operations. If we are unable to attract new clients, our business, financial condition and results of operations would be adversely affected. To increase our revenue, we must continue to attract new clients. Our ability to do so depends in large part on the success of our sales and marketing efforts, and the success of our ability to attracting— attract industry leaders in diversified sectors, which could prompt others in the same sectors to follow suit in order to remain competitive. Potential clients may seek out other options; therefore, we must demonstrate that our solutions are valuable and superior to alternatives. If we fail to provide high-quality solutions and convince clients of the benefits of our model and value proposition, we may not be able to attract new clients. The market for our solutions could decline or grow more slowly than we expect, including due to general economic conditions, and high unemployment rates, reductions in workforce or employee attrition, impacts related to epidemics, pandemics, and outbreaks and resurgences of contagious diseases or worsening thereof, including the COVID-19 pandemic, a decrease in business investments, including spending on employee benefits, and other factors. If the market for our solutions declines or grows more slowly than we expect, or if the number of clients that contract with us for our solutions declines or fails to increase as we expect, our financial results could be harmed adversely impacted. As the markets in which we participate mature, fertility solutions and services evolve and competitors begin to enter into the market and introduce differentiated solutions or services that are perceived to compete with our solutions, particularly if such competing solutions are adopted by an industry leader in a particular sector, our ability to sell our solutions could be impaired. As a result of these and other factors, we may be unable to attract new clients, which would have an adverse effect on our business, financial condition and results of operations. The COVID-19 pandemic, including variants and resurgences, has had and may continue to have, and similar health epidemics or pandemics could in the future have, an adverse impact on our business, operations, and the markets and communities in which we and our clients, members and providers operate. The COVID-19 pandemic continues to evolve, with pockets of resurgence and the emergence of variant strains contributing to continued uncertainty about its scope, duration, severity, trajectory and lasting impact. The pandemic adversely impacted, and may continue to adversely impact, many aspects of our business. Our revenue growth in past periods, including the twelve months ended December 31, 2022, was negatively impacted by COVID-19, including variants, and our revenue growth in future periods may continue to be adversely impacted by COVID-19. Our providers have delayed and may in the future delay new fertility cycles because they operate in areas acutely affected by the COVID-19 pandemic. Many of our members live in communities that have been acutely affected by the COVID-19 pandemic and have delayed and may not want to continue or begin new fertility cycles during the pandemic, including due to resurgences in and the emergence of variant strains. Furthermore, as certain of our potential clients experience downturns or uncertainty in their own business operations and revenue because of the economic effects resulting from the COVID-19 pandemic, they have and may continue to decrease their spending on health benefits, which may disproportionately impact fertility benefits, and delay or cancel implementation of fertility benefits. Each of these factors could affect member behavior, our utilization rates and the number of members enrolled in our clients' benefit plans. In addition to the direct and indirect impacts to our business, the economy may continue to be impacted as a result of the COVID-19 pandemic, including any resurgences in infections, and actions taken in response to it. To the extent a weakened economy impacts clients' or members' ability or willingness to pay for our benefit, or our vendors', including any pharmacy program partners', ability to provide services to us, we could see our business and results of operations negatively impacted. In addition, the pandemic has resulted in, and may continue to result in, significant disruption of global financial markets, which could reduce our ability to access capital and could negatively affect our liquidity in the future. Moreover, to the extent the COVID-19 pandemic adversely affects our business, financial condition and results of operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, including but not limited to, those related to our ability to expand our customer base and develop and expand our sales and marketing capabilities. The global impact of COVID-19, due to variants and resurgences of infections, continues to evolve, and we will continue to monitor the situation closely. The ultimate impact of the COVID-19 pandemic or a similar health epidemic or pandemic is highly uncertain and subject to change; and will depend on numerous evolving factors that we may not be able to accurately predict, including without limitation: the trajectory, duration, scope, severity, and any resurgences of the COVID-19 pandemic; any mandates, in particular as new variants emerge; the public's perception of the safety of the vaccines and other treatments and their willingness to take the vaccines or other treatments; the existence and prevalence of new variants of the virus; the continued impact on worldwide macroeconomic conditions, including interest rates, employment rates and consumer

confidence; governmental, business, and individuals' actions that have been, and continue to be, taken in response to the pandemic; the effect on our providers, clients and members; changes in demand for our services; our ability to sell and provide our services; the ability of our clients and members to pay for our services; the health of, and the effect on, our workforce; and the potential effects on our internal controls, including our internal control over financial reporting, as a result of changes in working environments for our employees and business partners. There is no guarantee that any future resurgences or future outbreaks of this or any other widespread epidemics or pandemics will not occur, or that the global economy will fully recover, either of which could seriously harm our business. A significant change in the level **utilization of our fertility solutions, including the consumption rate** or the mix of the utilization, of our solutions could have an adverse effect on our business, financial condition and results of operations. We **cannot do not control nor or predict** can we impact the level **consumption rate of our solutions or the mix** of utilization of our solutions **by or the mix of utilization of our solutions** for each of our clients, in particular **for as it relates to** newer clients. A significant reduction in the number of members using our solutions could adversely affect our business, financial condition and results of operations. Factors that have and could continue to contribute to a reduction in the use of our solutions include: reductions in workforce by existing clients; general economic downturn **downturns** that results **result** in business failures and high unemployment rates; impacts related to **public health emergencies** outbreaks and resurgence of contagious diseases and or the worsening thereof, including the COVID-19 pandemic; employers no longer offering comprehensive health coverage or offering alternative solutions such as coverage on a voluntary, employee- funded basis; labor shortages at our **provider** clinics; **federal and state legal and / or regulatory** changes; changes to **the** taxability of medical benefits; failure to adapt and respond effectively to **changes in** the changing medical landscape, changing laws, regulations and government enforcement priorities, changing client **and member** needs, requirements or preferences; premium increases and benefits changes; **or** negative publicity, through social media or otherwise and news coverage. It is also difficult for us to **control or** predict the level **consumption rate** or mix of utilization of our **services solutions** at the member level **nor do we have any control over the level or mix of utilization of our services**. If the actual utilization of our **services solutions** by members is significantly greater than budgeted, **the our client clients** may be responsible for corresponding costs that exceed **its their** planned expenditure. If we cannot help our clients accurately predict **rate** the level of utilization **consumption** by their employees, our clients may turn to alternative solutions, and our business and profitability would be adversely impacted. **may in the future seek to acquired- acquire Apryl GmbH or invest in businesses**, a Berlin-based fertility benefits **joint ventures, products and services, or technologies that we believe could complement or expand our** platform, **enhance our technical capabilities** in June 2024 and Benefit Bump LLC, a comprehensive parental leave benefits navigation program for **or otherwise offer growth opportunities** new and growing families in January 2025. We also **In addition, Progyny seeks to continue to** expanded **expand** our **its** offerings **in** to include preconception, maternity and postpartum **and**, menopause and **related** midlife care solutions. We expect to make additional investments as we continue to introduce new solutions and services to enhance our comprehensive family building offering **offerings** and our technology infrastructure, including systems architecture, scalability, availability, performance and security. Any such acquisition or investment may divert the attention of management and cause us to incur **various** expenses in identifying, investigating and pursuing suitable opportunities, whether or not the transactions are completed, and may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties **assimilating or** integrating the businesses, technologies, products and services, personnel or operations of **any the** acquired companies, particularly if **the** key personnel of **an the** acquired company choose not to work for us, **they are** an acquired company is operationally difficult to integrate, or we have difficulty retaining the clients of any acquired business due to changes in ownership, management or otherwise. **These transactions may also disrupt our business, divert our resources, and require significant management attention that would otherwise be available for development of our existing business.** Any such transactions that we are able to complete may not result in any synergies or other benefits we had expected to achieve, which could result in impairment charges that could be substantial. In addition, **we certain transactions could** We have a limited operating history with our current platform of solutions, which makes it difficult to predict our future results of operations. We went live with our fertility benefits solution in 2016 and Progyny Rx in 2018. As a result of our limited operating history with **the our** current platform of solutions, as well as a limited amount of time serving a majority of our client base, our ability to accurately forecast our future results of operations is limited and subject to a number of uncertainties, including our ability to plan for and model future growth. Our historical revenue growth should not be considered indicative of our future performance. Further, in future periods, our revenue growth could slow or decline for a number of reasons, including slowing demand for our solutions and fertility benefits in general, change in utilization trends by our members, general economic slowdown, an increase in unemployment **rates**, **an increase increased** in competition, changes **to in** healthcare trends and regulations, changes to science relating to the fertility market, a decrease in the growth of the fertility market, or our failure, **for any reason,** to continue **anticipate and adapt to changing market trends and** to take advantage of growth opportunities. If our assumptions regarding these risks and uncertainties and our future revenue growth are incorrect or change, or if we do not address these risks **successfully effectively**, our operating and financial results could differ materially from our expectations, and our business could suffer. We have a history of operating losses and may not sustain profitability in the future. We experienced net losses from 2015 to 2019. For example, our net loss was \$ 8. 6 million for the year ended December 31, 2019. While we have experienced significant revenue growth since 2016, achieved profitability starting in 2020 and currently project future profitability, we cannot guarantee **whether that** we will **obtain have** sufficient levels of sales to sustain our growth or maintain profitability in the future. We also expect our costs and expenses to increase in future periods, which could negatively affect our future results of operations if our revenue does not increase **sufficiently to cover increased costs**. In particular, we **intend expect** to continue to **incrementally expand invest in** our sales and client success teams to educate potential clients and drive new client adoption, as well as **enhance expand** the scope of Progyny benefits within our existing client base. We also expect to incur additional costs as we **continue to** introduce new solutions and services to enhance

our comprehensive family building offering **and our technology infrastructure, including systems architecture, scalability, availability, performance and security**. We will also face increased compliance costs associated with our growth, and the expansion of our client base. In addition, we incur significant legal, accounting and other expenses related to being a public company. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our increased operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described herein, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If we are unable to sustain profitability, the value of our business and common stock may significantly decrease.

Changes or developments in the health insurance markets in the United States, including passage and implementation of a law to create a single-payer or government-run health insurance program, could adversely harm our business and results of operations. Our business operates within the public and private sectors of the U. S. health insurance system, which are evolving quickly and subject to a changing regulatory environment, and our future financial performance will depend in part on growth in the market for private health insurance, as our solutions are integrated with health insurance plans offered by insurance carriers for our clients or our clients' self-insured plans, as well as our ability to adapt to regulatory developments. Changes and developments in the health insurance system or pharmacy benefit management practices in the United States could reduce demand for our services and harm our business. For example, there has been an ongoing national debate relating to the health insurance system in the United States. Certain elected officials have introduced proposals that would create a new single-payer national health insurance program for all United States residents, replacing virtually all other sources of public and private insurance, to more incremental approaches, or creating a new public health insurance option that would compete with private insurers. Additionally, proposals to establish a single-payer or government-run healthcare system at the state level are regularly introduced, such as in New York and California. At the federal level, President Biden and Congress may consider other legislation and/or executive orders to change elements of the ACA. In June 2021, the U. S. Supreme Court dismissed the most recent judicial challenge to the ACA brought by several states and ruled that the plaintiffs lacked standing to challenge the individual mandate provision, thus leaving the ACA in effect without ruling on the constitutionality of the individual mandate. On January 28, 2021, President Biden issued an Executive Order that reiterates the policy of the Administration to protect and strengthen the ACA, making high-quality healthcare accessible and affordable to all Americans. The Executive Order directed federal agencies to examine agency actions to determine whether they are consistent with the Administration's commitment regarding the ACA, and begin rulemaking to suspend, revise, or rescind any inconsistent actions. Areas of focus include policies or practices that may reduce affordability of coverage, present unnecessary barriers to coverage, or undermine protections for people with preexisting conditions. We continue to evaluate the effect that the ACA and its possible modifications, repeal and replacement may have on our business. We cannot predict the timing or impact of any future rulemaking, court decisions or other changes in the law. In the event that laws, regulations or rules that eliminate or reduce private sources of health insurance or require such benefits to be taxable are adopted, the subsequent impact on the insurance carriers and/or self-insured plans may in turn adversely impact our ability to accurately forecast future results and harm our business, financial condition and results of operations. The health benefits industry may be subject to negative publicity, which could adversely affect our business, financial condition and results of operations. The health benefits industry may be subject to negative publicity, which can arise from, among other things, increases in premium rates, industry consolidation, cost of care initiatives, drug prices and the ongoing debate over the ACA. In addition, negative publicity may result in increased regulation and legislative review of industry practices, which may further increase our costs of doing business and adversely affect our profitability. For example, PBM programs and drug rebates have been criticized as leading to a lack of transparency about the true cost of a drug, and certain members of Congress as well as HHS' s Office of Inspector General, or OIG, have proposed regulatory changes that could potentially affect our business and operations. Negative public perception or publicity of the health benefits industry in general, the insurance carriers with whom we integrate our solutions, our self-insured employer clients, or us could adversely affect our business, financial condition and results of operations. If our information technology systems, or those of **third parties with whom we do business, including** our provider clinics, specialty pharmacies or other vendors, lag, fail or suffer **security/cybersecurity** breaches, we may **incur/experience** a material disruption of our services or suffer a loss or inappropriate disclosure of confidential information, which could materially impact our business and ~~the~~ results of operations. Our business is increasingly dependent on critical, complex and interdependent information technology systems, including cloud-based systems, to support business processes as well as internal and external communications. ~~Our~~ **Therefore, our** success ~~therefore~~ is dependent in part on our ability to secure, integrate, develop, redesign and enhance our (or contract with vendors to provide) information technology systems that support our business strategy initiatives and processes in a compliant, secure, and cost and resource efficient manner. If we or **the third parties with whom we do business, including** our provider clinics, specialty pharmacies or other vendors **have, experience** an issue with our or their ~~respective~~ information technology systems, it may result in a disruption to our operations or downstream disruption to our relationships with our clients or our **provider clinics** selective network of high-quality fertility specialists. Additionally, if we choose to in source any of the services currently handled by a third-party **vendor**, it may result in technological or operational disruptions. In the current environment, there are numerous and evolving risks to cybersecurity and **data** privacy, including criminal hackers, hacktivists, **denial-of-service, ransomware**, state-sponsored intrusions, industrial espionage, employee malfeasance and human or technological **error/errors**. High-profile **security/cybersecurity** breaches at other companies and in government agencies have increased in recent years. There is the possibility of targeted cyberattacks by foreign countries or entities that could impact United States government and private companies' technological infrastructures, some of which we utilize to provide our services. The healthcare industry has seen a shift to an accelerated use of digital and technological platforms, **especially due particularly in response** to the COVID-19 pandemic, **including its variants**. As a result of such shift, there have been, and may continue to be, more targeted **cyberattacks** cybersecurity attacks and threats on us, our vendors, provider clinics and specialty pharmacies. Despite the

implementation of security measures, including steps designed to secure our technology infrastructure and sensitive data, we ~~can~~ **cannot** provide ~~no~~ assurance that our current information technology system or any updates or upgrades thereto, the current or future information technology systems of **the third parties with whom we do business, including** our provider clinics, specialty pharmacies or other vendors, are fully protected against malicious intrusion, malware, computer viruses, unauthorized access, natural disasters, terrorism, war, telecommunication and electrical failures, information or data theft or other similar risks. Furthermore, because the techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. We may also experience ~~security~~ **cybersecurity** breaches that may remain undetected for an extended period. Even if identified, we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools and techniques that are designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. We have experienced in the past and expect to continue to experience actual and attempted **cyberattacks** ~~cyber-attacks~~ of our information technology systems, such as through email phishing scams, spoofing attempts and malicious attachments. Although none of these actual or attempted **cyberattacks** ~~cyber-attacks~~ has had a material adverse impact on our operations or financial condition, we cannot guarantee that such incidents will not have such an impact in the future. In addition, to the extent that any disruption or ~~security~~ **cybersecurity** breach were to result in a loss or inappropriate disclosure of confidential **or proprietary** information, we could incur liability. We have access to sensitive information relating to members, our employees and our business partners in the ordinary course of our business. Any failure or perceived failure by us, or our third-party ~~contractors~~ **vendors** on our behalf, to comply with ~~local~~ **U. S.** and foreign **data privacy and cybersecurity** laws regarding ~~privacy~~, **rules** and **regulations** ~~data security~~, as well as contractual commitments in this respect, may result in governmental enforcement ~~claims~~ **actions**, fines, or litigation, which could have an adverse effect on our reputation and business. If a significant data breach occurred, our reputation could be materially and adversely affected, confidence among our clients and members may be diminished, or we may be subject to legal claims, any of which may contribute to the loss of ~~customers~~ **clients** and have a material adverse effect on us. We maintain cyber liability insurance, however, this insurance may not be sufficient to cover the financial, legal, business or reputational losses that may result from an interruption or breach of our systems, **and we cannot be sure that such coverage will continue to be available on commercially reasonable terms or at all**. To the extent such disruptions or uncertainties result in the theft, destruction, loss or misappropriation or release of our confidential data or our intellectual property, our business and results of operations could be materially and adversely affected. See “~~—Risks Related to Government~~ **Legal and Regulation—Regulatory Requirements**— We operate in a highly regulated industry and must comply with a significant number of ~~complex and~~ evolving legal and regulatory requirements, **as well as complex judicial mandates, which could have an adverse impact on our business**— Data Protection and Breaches.” If we fail to offer high- quality support, our reputation could suffer. Our clients rely on our client success personnel and our members rely on our PCAs to resolve issues and realize the full benefits that our solutions and services provide. High- quality support is also important for the renewal and expansion of our services to existing clients. The importance of our support functions will increase as we expand our business and pursue new clients. If we do not help our clients quickly resolve issues and provide effective ongoing support, our ability to maintain and expand our offerings to existing and new clients could suffer, and our reputation with existing or potential clients could suffer. Further, to the extent that we are unsuccessful in hiring, training and retaining adequate PCAs and client success personnel, our ability to provide adequate and timely support to our members and clients would be negatively impacted, and our members’ and clients’ satisfaction with our solutions and services would be adversely affected. **Our marketing efforts depend significantly on our..... financial condition and results of operations.** Failure to effectively develop and expand our marketing and sales capabilities could harm our ability to increase our client base and achieve broader market acceptance of **the** solutions we provide. Our ability to increase our client base and achieve broader market acceptance of **the** solutions we provide will depend to a significant extent on our ability to expand our marketing and sales capabilities. We plan to continue expanding our direct sales force and to dedicate significant resources to sales and marketing programs, including direct sales, inside sales, targeted direct marketing, advertising, digital marketing, e- newsletter and conference sponsorships. All of these efforts will require us to invest significant financial and other resources. Our business and results of operations could be harmed if our sales and marketing efforts do not generate significant increases in revenue. We may not achieve anticipated revenue growth from expanding our sales and marketing efforts if we are unable to hire, develop, integrate and retain talented and effective sales personnel, if our new and existing sales personnel, on the whole, are unable to achieve desired productivity levels in a reasonable period of time, or if our sales and marketing programs are not effective. Our future revenue may not grow at the rates they historically have, or at all. We have experienced significant growth since the launch of our fertility benefits solution in 2016. Revenue and our client base may not grow at the same rates they historically have, or they may decline in the future. Our future growth will depend, in part, on our ability to: • continue to attract new clients and maintain existing clients; • price our solutions and services effectively so that we are able to attract new clients, expand sales to our existing clients and maintain profitability; • provide our clients and members with client support that meets their needs, including through dedicated PCAs; • maintain successful collection of member cost shares and other applicable receivable balances directly from members; • retain and maintain relationships with high- quality and respected fertility specialists; • attract and retain highly qualified personnel to support all clients and members; • maintain satisfactory relationships with insurance carriers; and • increase awareness of our brand and successfully compete with other companies. We may not successfully accomplish all or any of these objectives, which may affect our future revenue, and which makes it difficult for us to forecast our future results of operations. In addition, if the assumptions that we use to plan our business are incorrect or change in reaction to changes in our market, it may be difficult for us to maintain profitability. You should not rely on our revenue for any prior quarterly or annual periods as any indication of our future revenue or revenue growth. In addition, we expect to continue to expend substantial financial and other resources on: • sales and marketing; • our technology

infrastructure, including systems architecture, scalability, availability, performance and security; and • general administration, including increased legal and accounting expenses associated with being a public company. These investments may not result in increased revenue growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position, and results of operations will be harmed, and we may not be able to maintain profitability over the long term. Additionally, we may encounter unforeseen operating expenses, difficulties, complications, delays and other unknown factors that may result in losses in future periods. If our revenue growth does not meet our expectations in future periods, we may not maintain profitability in the future, **and** our business, financial position and results of operations may be harmed. If the estimates and assumptions we use to determine the size of the target markets for our services are inaccurate, our future growth rate may be impacted, **and** our business would be harmed. Market opportunity estimates and growth forecasts, including those we have generated ourselves, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate, including the risks described herein. Even if the ~~markets-~~ **market** in which we ~~compete-operate~~ **achieve-achieves** the forecasted growth, our business could fail to grow at similar rates, if at all. Our estimates of the market opportunity for our services are based on the assumption that the purpose- built, data- driven and disruptive fertility benefits platform with the Smart Cycle plan design we offer will **continue to** be attractive to employers. Employers may pursue alternatives or may not see the value in providing enhanced fertility- related coverage and services to their employees. In addition, we believe we are helping to expand the size of the fertility market as we enhance demand and increase awareness for fertility benefits. If these assumptions prove inaccurate, or if the increase in awareness of fertility benefits attracts potential competitors to enter the market and results in greater competition, our business, financial condition and results of operations could be adversely affected. Furthermore, the healthcare industry is rapidly evolving and the markets for fertility benefits management and the related fertility pharmacy benefits management are relatively immature. It is difficult to predict member utilization rates and demand for our solutions, the entry of competitive solutions or the future growth rate and size of the fertility market, and more specifically the fertility benefits management market and the pharmacy benefits management market. The expansion of the fertility market depends on a number of factors, including, but not limited to: the continued trend of individuals starting families later in life, increase in number of single mothers by choice, adoption of non-traditional paths to parenthood and continued de- stigmatization of infertility. Further, the expansion of the fertility benefits management market and the pharmacy benefits market both depend on a number of factors, including, but not limited to: the continued trends of a competitive workforce with employers competing for talent based on benefits that they provide and employers' focus on benefits to attract and retain top talent. Additionally, in June 2022 the U. S. Supreme Court in *Dobbs v. Jackson Women's Health Organization* reversed *Roe v. Wade* by holding that there is no constitutional right to abortion. Consequently, certain states have enacted or proposed restrictive abortion laws that may also implicate fertility procedures and travel reimbursement programs, which may decrease the demand for, or availability of, certain fertility services. Although President Biden issued executive orders and federal agencies have issued guidance intended to protect access to reproductive healthcare services, the enactment of certain state laws restricting abortion care and other changes in laws, or in interpretation of laws through court decisions, affecting fertility benefits may conflict with, and ultimately limit, the covered benefits offered by a company to its employees and the types of fertility treatment services available at provider clinics. We cannot predict the timing or impact of any future ~~rule rulemaking----~~ **making**, executive orders, court decisions or other changes in the law, or in how such laws, once enacted, would be interpreted and enforced. If fertility benefits management or pharmacy benefits management do not continue to achieve market acceptance, or if there is a reduction in demand caused by a lack of client or member acceptance, a reduction in employers' focus on enhancing benefits to employees, weakening economic conditions, data security or privacy concerns, governmental regulation, competing offerings or otherwise, the market for our solutions and services might not continue to develop or might develop more slowly than we expect, which would adversely affect our business, financial condition and results of operations. Any losses, costs or liabilities may not be covered by, or may exceed the coverage limits of, any or all applicable insurance policies. We may not be able to successfully manage our growth, and if we are not able to grow efficiently, our business, financial condition and results of operations could be harmed. As usage of our solutions grows, we will need to devote additional resources to improving and maintaining our infrastructure. In addition, we will need to appropriately scale our internal business systems and our client success and member services personnel to serve our growing client base. Any failure of or delay in these efforts could result in reduced client and member satisfaction, resulting in decreased sales to new clients and lower renewal and utilization rates by existing clients, which could hurt our revenue growth and our reputation. Even if we are successful in these efforts, they will require the dedication of management time and attention. We could also face inefficiencies or service disruptions as a result of our efforts to scale our internal infrastructure. We cannot be sure that the expansion and improvements to our internal infrastructure will be effectively implemented on a timely basis, and such failures could harm our business, financial condition and results of operations. Our business experiences seasonality, which may cause fluctuations in our ~~sales-revenue~~ **revenue** and results of operations. Our business experiences moderate seasonality in revenue with a slightly higher proportion of revenue during the second half of the year as compared ~~with-to~~ the first half. Given that the majority of our clients contract with us for a January 1st benefits plan start date and that the average cost of treatments earlier in the overall treatment process is somewhat lower than the average cost as treatment progresses, our revenue from treatment services ~~tend-tends~~ **tend** to grow as the year continues, particularly for new clients. In addition, as with most medical benefits plans, members will typically seek to maximize the use of their benefits once they have reached their annual deductible and / or annual out- of- pocket maximums, thereby increasing treatments in the latter part of the year. We expect that this seasonality will continue to affect our revenue and results of operations in the future as we continue to target larger enterprise clients. ~~The in~~ **addition, the** seasonality of our ~~businesses---~~ **business** could create cash flow management risks if we do not adequately anticipate and plan for periods of comparatively decreased cash flow, which could negatively impact our ability to execute on our strategy, which in turn could harm our results of operations. Accordingly, our results for any particular quarter may vary for

a number of reasons, and we caution investors to evaluate our quarterly results in light of these factors. If our new solutions and services are not adopted by our clients or members, or if we fail to innovate and develop new offerings that are adopted by our clients, our revenue and results of operations may be adversely affected. To date, we have derived a substantial majority of our revenue from sales of our fertility benefits and Progyny Rx solutions. As we operate in an evolving industry and new ~~markets-~~ **market**, our long- term results of operations and continued growth will depend on our ability to successfully develop and market new ~~successful~~ solutions and services to our clients. If our existing clients and members do not value and / or are not willing to **adopt** make additional payments for such new solutions or services, it could adversely affect our business, financial condition and results of operations. If we are unable to **accurately** predict clients' or members' preferences, if the ~~markets-~~ **market** in which we ~~participate~~ **operate** ~~change~~ **changes**, including in response to government regulation, or if we are unable to modify our solutions and services on a timely basis, we may lose clients. Our results of operations would also suffer if our innovations are not responsive to the needs of ~~the-our~~ members, appropriately timed with market opportunity or effectively brought to market. If we fail to adapt and respond effectively to the changing medical landscape, changing laws, regulations and government enforcement priorities, **and** changing client needs, requirements or preferences, our offerings may become less competitive. The market in which we compete is subject to a changing medical landscape and changing laws, regulations and government enforcement priorities, as well as changing client needs, requirements and preferences. The success of our business will depend, in part, on our ability to adapt and respond effectively to these changes on a timely basis. Our business strategy may not effectively respond to these changes, and we may fail to recognize and position ourselves to capitalize **upon-on** market opportunities. We may not have sufficient advance notice and resources to develop and effectively implement an alternative strategy. There may be scientific or clinical changes that require us to change our solutions or that make our solutions, including the Smart Cycles, less competitive in the marketplace. If there are sensitivities to our model or our existing competitors and new entrants create new disruptive business models and / or develop new solutions that clients and members prefer to our solutions, we may lose clients and members, and our results of operations, cash flows and / or prospects may be adversely affected. The future performance of our business will depend in large part on our ability to design and implement market appropriate strategic initiatives, some of which will occur over several years in a dynamic industry. If these initiatives do not achieve their objectives, our results of operations could be adversely affected. If we fail to maintain and enhance our brand, our ability to expand our client base will be impaired, **and** our business, financial condition and results of operations may suffer. We believe that maintaining and enhancing the Progyny brand is important to support the marketing and sale of our existing and future solutions to new clients and expand sales of our solutions to existing clients. We also believe that the importance of brand recognition will increase as competition in our market increases. Successfully maintaining and enhancing our brand will depend largely on the effectiveness of our marketing efforts, our ability to provide reliable services that continue to meet the needs of our clients at competitive prices, our ability to maintain our clients' trust, our ability to continue to develop new solutions, and our ability to successfully differentiate our platform from competitive solutions and services. Our brand promotion activities may not generate client awareness or yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, our business, financial condition and results of operations may suffer. If we fail to retain ~~and-motivate~~ members of our management team or other key employees ~~-or fail to attract additional qualified personnel to support our operations-~~, our business and future growth **may prospects could be harmed negatively impacted**. Our success and future growth depend **largely upon, in part, on** the continued services of our management team and ~~our~~ other key employees **as well as our ability to continue to identify, attract, and retain additional highly- qualified personnel. Competition for talent is intense, and many of the companies with which we compete for talent have greater resources than we do. There is no guarantee that we will be able to attract such personnel on terms that our ability to continue to identify, attract, develop, integrate and retain them. From time to time, there are changes in favorable to us our- or executive at all. In addition, our** management team or other key employees. Our executive officers and other key employees are employed on an at- will basis, which means that these personnel could terminate their employment with us at any time. ~~The loss of~~ **If we fail to retain** one or more **members** of our executive officers **management team** or other key employees, or **fail** the failure by our executive team to effectively work with our employees and lead our company could in the future harm our business. In addition, to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel is intense, especially for experienced sales and client success personnel. There is no guarantee we will be able to attract such personnel or that competition among potential employers will not result in us being required to offer increased salaries or other benefits. From time to time, we have experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached their legal obligations, resulting in a diversion of our time and resources. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, experiences significant volatility, or increases such that prospective employees believe there is limited upside to the value of our equity awards, it may adversely affect our ability to recruit and retain key employees. Additionally, our performance also depends in part on the successful integration of newly hired executive officers or other key employees into their roles. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be harmed. Further, if members of our management and other key personnel in critical functions across our organization are unable to perform their duties or have limited availability, we may not be able to execute on our business strategy and / or our operations may be negatively impacted. If we cannot maintain our company culture as we grow, our success and our business and competitive position may be harmed. We believe our culture has been a key contributor to our success to date and that the critical nature of the mission we are pursuing promotes a sense of greater purpose and fulfillment in our employees. We have

invested substantial time and resources in building our culture, and any failure to preserve our culture could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to effectively focus on and pursue our corporate objectives. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain these important aspects of our culture. If we fail to maintain our company culture, our business and competitive position may be harmed. Any litigation against us could be costly and time-consuming to defend and could harm our business, financial condition and results of operations. We have in the past and may in the future become subject to legal proceedings and claims that arise in the ordinary course of business, such as claims brought by our clients or vendors in connection with commercial disputes or employment claims made by our current or former employees. We are unable to predict the outcome of any legal proceedings. Such proceedings might result in substantial costs, regardless of the outcome, and may divert management's attention and resources, which might seriously harm our business, financial condition and results of operations. Insurance might not cover litigation claims, might not provide sufficient payments to cover all the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us. A claim brought against us that is uninsured or **underinsured-under insured** could result in unanticipated costs, **including negative publicity** potentially harming our business, **regardless** financial condition and results of **whether** operations. Risks Related to Our Relationships with Third Parties Our business depends on our ability to maintain our Center of Excellence network of high-quality fertility specialists and other **the allegations** healthcare providers. If we are **valid** unable to do so, our **or** future growth would be limited and our..... to service our members profitably. If we are **ultimately liable** not successful in maintaining our relationships with..... healthcare providers may compete directly with us, which could **damage** adversely affect our operations, and our results of operations, financial position, and cash flows by impacting our relationships with these providers or **our** affecting the way that we price our products and estimate our costs, which might require us to incur costs to change our operations. Healthcare providers in our network may consolidate or merge into other groups or healthcare systems, resulting in a reduction of providers in our network and in the competitive environment. In addition, if these providers refuse to contract with us, use their market position to negotiate contracts unfavorable to us or place us at a competitive disadvantage, our ability to market our solutions or to be profitable in those areas could be materially and adversely affected. From time to time, our network providers may assert, or threaten to assert, claims seeking to terminate our contractual arrangements. If enough provider agreements were terminated, such terminations could adversely impact the adequacy of our network to service our members, and may put us at risk of non-compliance with applicable federal and state laws. If we are unable to retain **reputation and** our current provider contract terms or enter into new provider contracts timely or on favorable terms, our profitability may be harmed. In addition, from time to time, we may in the future be subject to class action or other lawsuits by healthcare providers with respect to claims payment procedures, reimbursement policies, network participation, or similar matters. In addition, regardless of whether any such lawsuits brought against us are successful or have **a material** merit, they will be time-consuming and costly, and could have an adverse impact on our **reputation**. As a result, under..... base, which could adversely affect our business, financial condition and results of operations **Our growth depends in part on..... business and profitability would be adversely impacted**. We are exposed to credit risk from our members. We collect co-payments, co-insurance and deductibles directly from **our** members. We do not require collateral for such receivables. Our failure to collect a significant portion of the amount due on such receivables directly from members could adversely affect our business, financial condition and results of operations. **Our** We operate in a highly regulated industry and must comply with a significant number of evolving legal and regulatory requirements as well as complex judicial mandates. We have attempted to structure our operations to comply with laws, regulations and other requirements applicable to us directly and to our clients and vendors, but there can be no assurance that our operations will not be challenged or impacted by regulatory authorities or enforcement initiatives. We have been, and in the future may become, involved in governmental investigations, audits, reviews and assessments. Any determination by a court or agency that our corporate structure, solutions or services violate, or cause our clients or network partners to violate, applicable laws, regulations or other requirements could subject us or our clients to significant administrative, civil or criminal penalties. Such a determination also could require us to change or terminate portions of our business, disqualify us from serving clients in certain states, or clients that do business with government entities, or cause us to refund some or all of our service fees or otherwise compensate our clients. In addition, failure to satisfy laws, regulations or other requirements could adversely affect demand for our solutions and could force us to expend significant capital, research and development and other resources to address the failure. Even an unsuccessful challenge by regulatory, judicial and other authorities or parties could be expensive and time-consuming, could result in loss of business, exposure to adverse publicity, and injury to our reputation and could adversely affect our ability to retain and attract clients. If we fail to comply with applicable laws, regulations and other requirements, our business, financial condition and results of operations could be adversely affected. Such non-compliance could also require significant investment to address and may prove costly. There are several additional federal and state statutes, regulations, guidance and contractual provisions related to or impacting the healthcare industry that may apply to our business activities directly or indirectly, including, but not limited to: • Licensing and Licensed Personnel. Many states have licensure or registration requirements for entities acting as a third-party administrator, or TPA, and/or PBMs. The scope of these laws differs from state to state, and the application of such laws to the activities of TPAs and/or PBMs is **often unclear**. Given the nature and..... Any potential sales to government entities are subject to a number of challenges and risks. We may sell our services or solutions to U. S. federal, state, and local government, and agency, clients. Sales to such entities are subject to a number of challenges and risks. Selling to such entities can be highly competitive, expensive, and time-consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Government contracting requirements may change and in doing so restrict our ability to sell into the government sector until we have attained **the a** revised certification. Government demand and payment for our offerings **is are** dependent on many factors **outside beyond** our control, including general economic conditions, public sector budgetary constraints and funding authorizations, and general political priorities, with funding reductions or delays adversely affecting

public sector demand for our offerings. Further, governmental and highly regulated entities may demand contract terms that differ from our standard arrangements. Such entities may have statutory, contractual, or other legal rights to terminate contracts with us or our partners due to a default or for other reasons. Any such termination may adversely affect our reputation, business, financial condition and results of operations. ~~Any failure~~ **Failure to protect** ~~enforce~~ our intellectual property rights could impair our ability to protect our proprietary technology and our brand. Our success depends in part on our ability to protect our brand, ~~and proprietary~~ **trade secrets** and confidential information, including unpatented know-how, technology and other proprietary information, ~~and~~ maintaining, defending and enforcing our intellectual property rights. We rely on our agreements with our clients, ~~and non-~~ disclosure and confidentiality agreements with employees and third parties, and our trademarks, trade secrets, and copyrights to protect our intellectual property rights. However, any of these parties may breach such agreements and disclose our **confidential or** proprietary information, and we may not be able to obtain adequate remedies for such breaches. **In addition, we may not be able to detect or prevent the unauthorized use of such information or take appropriate and timely steps to protect and enforce our intellectual property rights.** There is no assurance that we will be able to obtain, maintain, defend and enforce our intellectual property rights ~~or~~ that such intellectual property rights will not be challenged, narrowed, held unenforceable or circumvented. Therefore, these legal protections and precautions may not prevent infringement, misappropriation, **dilution** or other violations of our intellectual property. Any litigation and any infringement, misappropriation, **dilution** or other violations of our intellectual property could hinder our ability to market and sell our solutions, and our business, financial condition and results of operations could be adversely affected. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us, ~~and~~ our competitive position would be harmed. Third parties may allege that our products and services, or the conduct of our business, infringe, misappropriate or otherwise violate such third party's intellectual property rights. Even if such claims are without merit, defending such claims would cause us to incur substantial expenses and could cause us to pay substantial damages or seek a costly license if we are found to be infringing, misappropriating, or otherwise violating a third party's intellectual property rights. If we are unable to enter into a license on acceptable terms or at all, we could be forced to cease some aspect of our business operations or be forced to redesign our products or services so that we no longer infringe ~~the a~~ **third-party's** intellectual property rights, which may result in significant cost and delay to us ~~or~~ which redesign could be technically infeasible. Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses and could distract our employees and management ~~personnel~~ from their normal responsibilities. Moreover, although we ~~try~~ **take measures** to ensure that our employees do not use the **confidential or** proprietary information or know-how of others in their work for us, we may be subject to claims that we or these employees have used or disclosed intellectual property, including trade secrets or other **confidential or** proprietary information, of ~~any~~ third parties, including such individual's former employer. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management. Furthermore, we currently own registered trademarks. ~~Any~~ **In addition, any** of our trademarks or trade names, whether registered or unregistered, may be challenged, opposed, infringed, cancelled, circumvented or declared generic ~~or~~ determined to be infringing on other marks, as applicable. We may not be able to protect our rights to these trademarks and trade names, which we ~~will need~~ **to continue** to build name recognition ~~by with~~ potential ~~collaborators~~ **partners** or clients in our markets of interest. Acquisitions, strategic investments, partnerships, or alliances could be difficult to identify, pose integration challenges, divert the attention of management, disrupt our business, dilute stockholder value, and adversely affect our business, financial condition and results of operations. ~~We may in the future seek to acquire..... be~~ **substantial. In addition, we may not be able to utilize a portion of** ~~find and identify desirable acquisition targets or our~~ **business opportunities-net operating loss or research tax credit carryforwards** be successful in entering into an agreement with any particular strategic partner. These transactions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our ~~results~~ **profitability. Under Section 382 of the Internal Revenue Code of 1986, as amended, our ability to utilize net** ~~operations-~~ **operating** ~~loss carryforwards or other tax attributes in any~~ **taxable year may be limited** ~~if the resulting business from such a transaction fails to meet~~ **we experience an "ownership change."** ~~A Section 382~~ **"ownership change" generally occurs if one** ~~our-~~ **or more stockholders** ~~expectations, or we fail to~~ **successfully integrate such businesses into our** ~~or~~ **groups of stockholders who own** ~~at least 5 % of~~ **our business, financial condition** ~~stock increase their ownership by more than 50 percentage points over their lowest ownership percentage~~ **within a rolling three- year period. Similar rules may apply under state tax laws. Future issuances of our stock could** ~~cause and- an results of operations may-~~ **"ownership change."** ~~Any future ownership change, which could be outside of~~ **our control, could also have a material effect on the use of our net operating loss carryforwards or other tax attributes** ~~existing at the time of the ownership change, which could~~ **adversely affected--** ~~affect or our profitability~~ **we may be** ~~exposed to unknown risks or liabilities-~~ Changes in our effective tax rate or tax liabilities may have an adverse effect on our results of operations. Our effective tax rate could be impacted due to several factors, including, but not limited to: • changes in the relative amounts of income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates; • changes in tax laws, tax treaties, ~~and-or~~ regulations or the interpretation of them (such as the ~~recent~~ Inflation Reduction Act, which, among other changes, introduced a 15 % corporate minimum tax on certain United States corporations and a 1 % excise tax on certain stock redemptions by United States corporations); • changes to our assessment about our ability to realize our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business; • the outcome of future tax audits, examinations, or administrative appeals; • limitations or adverse findings regarding our ability to do business in some jurisdictions; and • discrete impact tax items, including ~~such~~ items resulting from the amount and timing of equity exercises and

our stock price. Any of these **developments factors** could have an adverse effect on our results of operations. Certain U. S. state tax authorities may assert that we have a state nexus and seek to impose state and local taxes, which could adversely affect our results of operations. We currently file **state** tax returns in certain states. There is a risk that certain state tax authorities, where we do not currently file a **state** tax return, could assert that we are liable for state and local taxes based **upon on** income or gross receipts allocable to such states. States are becoming increasingly aggressive in asserting a nexus for state tax purposes. We could be subject to state and local taxation, including penalties and interest attributable to prior periods, if a state tax authority **where in which** we do not currently file a state tax return successfully asserts that our activities give rise to a taxable nexus. Such tax assessments, penalties and interest may adversely affect our results of operations. ~~We may not be able to utilize a significant portion of our net operating loss or research tax credit carryforwards, which could adversely affect our profitability. Under Section 382 of the Internal Revenue Code of 1986, as amended, our ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if we experience an “ownership change.” A Section 382 “ownership change” generally occurs if one or more stockholders or groups of stockholders who own at least 5 % of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three- year period. Similar rules may apply under state tax laws. Future issuances of our stock could cause an “ownership change.” Any future ownership change, which could be outside of our control, could also have a material effect on the use of our net operating loss carryforwards or other tax attributes existing at the time of the ownership change, which could adversely affect our profitability.~~ Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States. Accounting principles generally accepted in the United States are subject to interpretation by the Financial Accounting Standards Board, or FASB, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. **A change** We adopted ASC No. 2021- 04, Earnings Per Share (Topic 260), Debt- Modifications and Extinguishments (Subtopic 470-50), Compensation- Stock Compensation (Topic 718), and Derivatives and Hedging- Contracts in Entity’s Own Equity (Subtopic 815- 40) and ASC No. 2019- 12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes as of January 1, 2022 and January 1, 2021, respectively. ~~Neither accounting pronouncement had principles or interpretations, including the adoption of new or revised accounting principles, may require us to make changes to our systems, processes and controls, which could have a material impact significant effect on our consolidated reported financial statements results, cause unexpected financial reporting fluctuations, retroactively affect previously reported results or require us to make costly changes to our operational processes and accounting systems upon or following the adoption of these standards.~~ See Note 2 – Significant Accounting Policies included in ~~art II, Item 18 the notes to the consolidated financial statements~~ of this Annual Report on Form 10- K for additional information on recently **issued but not yet** adopted accounting standards. ~~A change in accounting principles or interpretations could have a significant effect on our reported results of operations and could affect the reporting of transactions already completed before the announcement of a change. The adoption of new or revised accounting principles may require us to make changes to our systems, processes and control, which could have a significant effect on our reported financial results, cause unexpected financial reporting fluctuations, retroactively affect previously reported results or require us to make costly changes to our operational processes and accounting systems upon or following the adoption of these standards.~~ If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected. The preparation of consolidated financial statements in conformity with U. S. generally accepted accounting principles, or U. S. GAAP, requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes included elsewhere in this Annual Report on Form 10- K. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in Part II, Item 7. “Management’ s Discussion and Analysis of Financial Condition and Results of Operations- Critical Accounting Policies and Estimates ” of this Annual Report on Form 10- K. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources. We believe that the assumptions and estimates associated with our accrued receivables related to revenue recognition, accrued claims payable, stock- based compensation expense, and accounting for income taxes have the greatest potential impact on our consolidated financial statements, and therefore, we consider these to be our critical accounting policies and estimates. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock. Risks Related to ~~Ownership of Our Common Stock Relationships with Third Parties~~ Our ~~stock~~ not successful in maintaining our relationships with top fertility specialists, **they these fertility specialists** may refuse to renew their contracts with us, and potential competitors may be effective in onboarding these or other high- quality fertility specialists to create a **similar similarly** high- quality network. Any of these events could have a material adverse effect on **the provision of services to our members and** our operations ~~and the provision of services to our members~~. There may be additional shifts in the fertility specialty provider space as the fertility market matures, and high- quality fertility specialists may become more demanding in re- negotiating to remain in our network. Our ability to develop and maintain satisfactory relationships with high- quality fertility specialists and other healthcare providers also may be negatively impacted by other factors **beyond our control not associated with us**, such as legal and regulatory changes, including changes in government enforcement priorities, impacting providers or consolidation activity among hospitals, physician groups and healthcare providers. In addition, in some markets and ~~geographic geographies~~ areas, certain organizations of physicians or healthcare providers, such as practice management companies (which group together physician practices for administrative efficiency and marketing leverage), accountable care organizations, clinically integrated networks, independent practice associations, and other organizational structures that physicians and other healthcare providers choose may change the way in which these providers do business with us, **as well as and may change** the competitive landscape. Such organizations or groups of healthcare providers may compete directly with us, which

price our products and estimate our costs, all of which could adversely affect our results of operations, financial position, and cash flows. Healthcare providers in our network may consolidate or merge into other groups or healthcare systems, resulting in a reduction of providers in our network and in the competitive environment. In addition, if these providers refuse to contract with us, use their market position to negotiate contracts unfavorable to us or place us at a competitive disadvantage, our ability to market our solutions or to be volatile, profitable in those areas could be materially and adversely affected. From time to time, our network providers may assert, or threaten to assert, claims seeking to terminate our contractual arrangements. If enough provider agreements are terminated, such terminations could adversely impact the adequacy of our network to service our members and adversely impact our ability to market our solutions. If we are unable to retain our current provider contract terms or enter into new provider contracts timely or on favorable terms, our profitability may be harmed. In addition, from time to time, we may in the future be subject to class action or other lawsuits by healthcare providers with respect to claims payment procedures, reimbursement policies, network participation, or similar matters. Regardless of whether any such lawsuits brought against us are successful or have merit, they will be time-consuming and costly and could have an adverse impact on our reputation. As a result, under such circumstances, we may be unable to operate our business effectively. The perceived value of our common stock solutions and our reputation may decline. As a result, under such circumstances, we may be unable to operate our business effectively. In addition, the perceived value of our solutions and our reputation may be negatively impacted if the services provided by one or more of our fertility specialists or another network healthcare provider are not satisfactory to our members, including as a result of provider error that, which could result in litigation. For example, if a provider within our network experiences an issue with its their cryopreservation techniques or releases sensitive member information of our members, it could result in us incurring substantial additional expenses, expose us to public scrutiny, adversely affect our brand and reputation, expose us to litigation and / or regulatory action, and otherwise make our operations vulnerable. Further In addition, if a fertility specialist provides services that result in less than favorable outcomes, this could cause us to fail to meet our contractually guaranteed performance specified service metrics, and we could be obligated to provide the affected client with a fee reduction. The failure to maintain our selective network of high-quality fertility specialists and other healthcare providers, or the failure of such those providers to meet and exceed our members' expectations, may result in a loss of or inability to grow or maintain our client base, which could adversely affect our business, financial condition and results of operations. Our growth depends in part on the success of our strategic relationships with, and monitoring of, third parties, including channel. As tenured investors look the fertility industry and our client base grow, if we do not successfully maintain our relationships with insurance carriers, they may make integration more difficult or expensive, such as implementing an onerous fee structure in exchange for our ability to monetize continue to integrate our solutions with their positions, platforms. If we have seen large are blocks of shares enter unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenue could be impaired and our results of operations may suffer. In addition, our arrangements with such third parties may expose us to public scrutiny, adversely affect our brand and reputation, expose us to litigation and / or regulatory action, or otherwise market make over our operations vulnerable if we fail to adequately monitor their performance or if they fail to meet their contractual obligations to us or to comply with applicable laws or regulations. If we fail to maintain an efficient pharmacy distribution network or if there is a short period disruption to our network of specialty pharmacies or their supply chains, our business, financial condition and results of operations could suffer. The timely delivery of fertility medication is essential for fertility treatments. If medication is delivered late or becomes unavailable, it may result in postponement of a member's treatment cycle and member dissatisfaction with our solutions. We believe that our ability to continue to maintain and grow the adoption of Progyny Rx by our clients is highly dependent on our success in maintaining an efficient pharmacy distribution network and our on-time delivery record. The delivery. The specialty pharmacies in our network could refuse to contract with us, demand higher drug pricing or take other actions that could result in higher medical costs or less attractive services for our members. In addition, Specialty specialty pharmacies could face supply chain issues or regulatory delays impacting the availability or distribution of certain fertility prescriptions medication requiring drug substitutions that could result in higher medical costs or negatively impact our revenues, rebates and results of operations. We do not control the pricing strategies or supply chains of our specialty pharmacy partners, each of whom which may be impacted by general economic considerations, including inflation and other independent considerations and drivers beyond that are outside our control, and each of whom which has the ability to set or impact market price of our common stock may for different prescription medications. We cannot provide any assurance that we will be that could result in higher medical costs or less attractive services for our members. Specialty pharmacies could face supply chain issues or regulatory delays impacting the availability or distribution of certain fertility prescriptions requiring drug substitutions that could result in higher medical costs or negatively impact our revenues, rebates and results of operations. We do not control the pricing strategies or supply chains of our specialty pharmacy partners, each of whom may be impacted by general economic considerations including inflation and other independent considerations and drivers that are outside our control and each of whom has the ability to set or impact market price for different prescription medications. We also cannot provide any assurance that we will be able to continue to renew our existing contracts, maintain our current negotiated pricing or discounts, or enter into new contracts on a timely basis or under favorable terms enabling us to service our members profitably. If we are not successful in maintaining our relationships with the specialty pharmacies in our network, are otherwise unable to maintain an efficient pharmacy distribution network, or if a significant disruption thereto should occur, it may adversely affect our business, financial condition and results of operations. From time to time, we experience supply chain disruptions, and we may in the future experience material supply chain changes and disruptions that impact the production and availability of medications relied on by Progyny members, which could negatively impact our revenue and results of operations. If we lose our relationship

with one or more key pharmacy program partners, or if the rebates provided by pharmacy program partners decline, our business and results of operations could be adversely affected. We maintain contractual relationships with select pharmacy program partners, which provide us with access to limited distribution specialty pharmaceutical rebates for drugs we purchase. While we have contractual relationships with such pharmacy program partners, they in turn often negotiate complex and multi-party pricing structures with other industry participants, and we have no control over the policies and strategies implemented-utilized in negotiating these pricing structures. Such structures may set or significantly impact market prices for prescription drugs that we purchase and the associated rebates for such drugs. Pharmacy program partners generally direct medication pricing by setting medication list prices and offering rebates and / or discounts for their medications. Various market considerations —, such as the number of competitor medications, the availability of fertility medications and alternative treatment options, and negotiated rates among industry participants —, impact the list prices for medications. Our ability to obtain and maintain specialty pharmaceutical rebates, our relative bargaining power, the value of any such rebates and our ability to generate revenue are directly affected by the pricing structures in place among the various industry participants, and changes in medication pricing and in the general pricing structures, whether due to regulatory requirements, competitive pressures or otherwise, could have an adverse effect on our business, financial condition and results of operations. Further, the consolidation of pharmaceutical manufacturers, the shortages of drugs provided by such manufacturers, the termination or material alteration of our contractual relationships, or our failure to renew such contracts on favorable terms could also have a material adverse effect on our business and results of operations. Our marketing efforts depend on our ability to maintain our relationships with benefits consultants and receive positive references from our existing clients, channel partners and benefit consultants. We sell our solutions through our sales organization, and, in many cases, we leverage our relationships with top benefits consultants to establish relationships with potential clients. Our sales team has broad experience in health benefits management and extensive pre-existing long-term relationships with industry participants and benefits executives at large employers. If we fail to maintain our relationships with the benefits consultants, our marketing efforts, business and profitability would be adversely impacted. Our marketing efforts also depend significantly on our ability to call on our current clients, channel partners and benefits consultants to provide positive references to new, potential clients. Given our limited number of long-term clients, the loss or dissatisfaction of any client, channel partnership or benefit consulting relationship could substantially harm our brand and reputation, inhibit the adoption of our offering and impair our ability to attract new clients and retain existing clients. Any of these consequences could have an adverse effect on our business, financial condition and results of operations. We operate in a highly volatile-regulated industry and may fluctuate or decline substantially—must comply with a significant number of new and evolving legal and regulatory requirements, as well as complex judicial mandates, which could have an adverse impact on our business. We have structured our operations to comply with all laws, regulations and other requirements applicable to us directly and to our clients and vendors, but there can be no assurance that our operations will not be challenged or impacted by regulatory authorities or enforcement initiatives. We have been, and in the future may become, involved in governmental investigations, audits, reviews and assessments. Any changes in law or future determinations by a court or agency that our corporate structure, solutions or services violate, or cause our clients or network partners to violate, applicable laws, regulations or other requirements could subject us or our clients to significant administrative, civil or criminal penalties. Such changes may also impact our ability to offer our products in the same manner to our clients, which may require us to change, reduce, or terminate portions of our business, disqualify us from serving clients in certain states or clients that do business with government entities, or to refund some or all of our service fees or otherwise compensate our clients. We are unable to predict how new legislation, regulation, judicial action or executive action will ultimately impact the healthcare industry at large or our business and our relationships with existing and future clients, insurance carriers, and healthcare providers in particular. We also cannot predict the timing or impact of any future rule making, court decisions or other changes in law. If we are unable to comply with new laws and regulations or provide adequate assistance to our clients who may be subject to such laws or regulations, or if such changes impact our current business model and operations, our business, financial condition and results of operations may be adversely impacted. In addition, failure to comply with laws, regulations or other requirements could adversely affect demand for our solutions and force us to expend significant capital, research and development and other resources to address such failure. Even an unsuccessful challenge by regulatory, judicial and other authorities or parties could be expensive and time-consuming; could result in loss of business this and a variety of factors—, some of which are beyond exposure to negative publicity, and injury to our control-reputation; and could adversely affect our ability to retain and attract clients. If we fail to comply with applicable laws, regulations and other requirements, including, but not limited to: • high volume of direct sales into the following, market by large investors; • actual or our business, anticipated fluctuations in our financial condition or and results of operations; • publications of research could be adversely affected and require significant investment to address, which may be costly. or For more information on regulations affecting our business, see “ Business — Government Regulation ” in Part I, Item 1. Business of this annual Annual basis Report on Form 10-K. Changes in State and Federal Laws Related to Reproductive Rights and Fertility Benefits State and federal legislation has been adopted or proposed that would impact our business operations, products, and solutions. In the absence of overarching federal law, states are increasingly proposing or adopting laws that directly or indirectly impact our operations. We are licensed—cannot predict which laws will ultimately be adopted, and whether, and to what extent, such laws will impact our ability to maintain our current operations. Such laws could have a material adverse effect on our business and results of operations. In addition, a patchwork of state laws and mandates could impact our ability to offer a uniform and streamlined benefit across states, which could reduce efficiency across our business operations and adversely impact our financial performance and our ability to grow in such states. Licensing Requirements Many states have licensure applications pending before appropriate regulatory bodies or

registration requirements for entities acting as a TPA or PBM. We are licensed are exempt from licensure or registration, or believe that we are otherwise authorized ~~under such laws in those~~ **the states where** in which we provide our TPA and PBM services. These licenses require us to comply with the rules and regulations of the governmental bodies that issued such licenses, including maintaining certain solvency or bonds requirements. Our failure to comply with such rules and regulations could result in significant administrative penalties, **including monetary penalties and corrective action plans**, the suspension of a license, or the loss of a license, all of which could negatively impact our business. **Certain** Additionally, from time to time, legislation is considered that would purport to declare a PBM a fiduciary with respect to its clients. We cannot predict what effect, if any, such statutes, if enacted, may have on our business and financial results. Separately, states **also** impose licensing requirements on ~~insurers, risk-bearing entities, and insurance agents, as well as those~~ entities that provide utilization review services. We ~~do not~~ **are licensed, are exempt from licensure or registration, or** believe that **we are otherwise authorized in the nature of our services** requires us to be licensed under applicable state ~~states~~ law **where we provide utilization review services**. **We** However, we are unable to predict, however, how our services may be viewed by regulators over time, how these laws and regulations will be interpreted and enforced, or the full extent of their application. If a regulatory authority in any state determines that the nature of our business requires that we be licensed under applicable state laws, we may need to restructure our business to comply with any related requirements, such as maintaining adequate reserves, creating new compliance processes, hiring additional personnel to **help** manage ~~regulatory~~ **our** compliance, and paying additional regulatory fees or penalties, which could adversely affect our results of ~~operation~~ **operations**. **We** Additionally, we may need to cease operations until we are able to obtain appropriate licensure, which may adversely affect our revenue for a period of time that we cannot estimate. In addition, we employ PCAs to support and guide our members ~~as part of our fertility benefits management services~~. **The** **Our** PCAs do not provide any licensed healthcare services, and in turn, are not licensed by any regulatory body to provide ~~these such~~ services. We otherwise do not employ individuals to provide any healthcare services requiring licensure. If a professional board in any state determines that the services provided by our ~~employed~~ PCAs require a license ~~to be provided~~, we may need to conduct additional training and credentialing, replace ~~staff~~ **personnel**, obtain additional insurance, and pay increased salaries, **and** which could adversely affect our results of operation. We may additionally need to suspend the PCA services ~~we provide~~ while our personnel obtain the necessary licensure, which may adversely affect our **results of operations, our** relationships with our clients and members, and cause us to be in breach of our ~~contracts~~ **contractual arrangements**.

HIPAA Privacy and Security Requirements **When acting** Regulations promulgated pursuant to HIPAA, as amended, and regulations promulgated thereunder, or collectively, HIPAA, establish privacy and security standards that limit the use and disclosure of certain individually identifiable health information (known as “protected health information”) and require the implementation of administrative, physical and technological organizational safeguards to protect the privacy of protected health information and ensure the confidentiality, integrity and availability of electronic protected health information. The privacy regulations established under HIPAA also provide patients with rights related to understanding and controlling how their protected health information is used and disclosed. As a provider of services to entities subject to HIPAA, we are directly subject to certain provisions of the regulations as a “Business Associate.” **When acting as a Business Associate under HIPAA, to the extent permitted by applicable privacy regulations and our contracts contractual arrangements with our clients, we are permitted to use and disclose protected health information to perform our services and for other reports limited purposes, about** **but other uses and disclosures, such as marketing communications, require written authorization from the member or must meet an exception specified under HIPAA. If we, or any of our downstream Business Associates, are unable to properly protect the privacy and security of protected health information entrusted to us, we could be in breach of contractual arrangements with or our** our industry, including clients and be subject to investigation by ~~those~~ the OCR. In the event the OCR finds that we have failed to comply with applicable HIPAA privacy and security standards, we could face civil and criminal penalties. In addition, OCR performs compliance audits of Covered Entities and Business Associates in order to proactively enforce the HIPAA privacy and security standards. The OCR has become an increasingly active regulator and has signaled its intention to continue this trend. The OCR has the discretion **to impose penalties and may require companies to enter into resolution agreements and corrective action plans, which may contain inaccurate** impose ongoing compliance requirements. The OCR enforcement activity, or ~~misleading a third-party audit related to a HIPAA incident regarding us or a downstream Business Associate, can result in financial liability and reputational harm, and responses to such enforcement activity can consume significant internal resources.~~ **In addition to enforcement by the OCR, state attorneys general are authorized to bring civil actions under either HIPAA or relevant state laws seeking either injunctions or damages in response to violations that threaten the privacy of state residents’ identifiable health information.** Although we have implemented and maintain policies, ~~financial estimates about processes and compliance program infrastructure to assist us, changes in recommendations complying with HIPAA and or our~~ withdrawal complying with these laws and regulations and our contractual obligations, we cannot provide assurance regarding how these laws and regulations will be interpreted, enforced or applied to our operations. In addition to the risks associated with enforcement activities and potential contractual liabilities, our ongoing efforts to comply with evolving laws and regulations at the federal and state levels also ~~might may~~ require us to make costly system purchases and / or modifications or otherwise divert significant resources to HIPAA compliance initiatives from time to time.

Other Data Privacy and Security Cybersecurity Requirements ~~In addition to HIPAA, numerous other federal and state laws, rules, regulations and standards govern the collection, dissemination, use, handling, transfer, processing, access to and confidentiality of personal information of research coverage~~ **personal information, some of which may be applicable to our business. Certain federal and state laws protect types of personal information that may be viewed as particularly sensitive. In many cases, state laws are more restrictive than, and not preempted** by securities analysts; ~~changes in the pricing of our solutions and services;~~ ~~changes in our projected operating and financial results;~~ ~~general economic, industry~~ **HIPAA**, and **may allow personal rights** market

conditions; • changes in laws or regulations applicable to our products and solutions; • announcements by us or our competitors of **action with respect to** significant business developments, acquisitions, or new offerings; • rumors and market speculation involving us or other companies in our industry; • significant data **privacy or cybersecurity** breaches of our company, providers, vendors or pharmacies; • our involvement in litigation or threats of litigation against us; • future sales of our common stock by us or our stockholders; • changes in senior management or key personnel; • the trading volume of our common stock; • war, incidents of terrorism, or responses to these events; and • changes in the anticipated future size and growth rate of our market. Broad market and industry fluctuations, as well as general economic **finances**. State laws are contributing to increased enforcement activity and may also be subject to interpretation by various courts and other governmental authorities. The CCPA gives California residents certain rights to access and delete their personal information, political **opt out of certain personal information sharing**, into effect on January 1 **including certain sensitive personal information**, 2023 and significantly amends **receive detailed information about how the their personal information is used**. The CCPA provides **It** imposes additional data protection obligations on covered businesses, including additional consumer rights processes, limitations on data uses, new audit requirements for **civil penalties** higher risk data, and opt outs for **violations, as well as** certain uses of sensitive data. It also creates a new California **private right of action for** data breaches, which has protection agency authorized to issue substantive regulations and could result in increased privacy **the likelihood** and information security enforcement **risks associated with data breach litigation**. Additional **investment in** compliance investment and potential business process changes may be required. Similar laws have passed in other states and are continuing to be proposed at the state and **at the** federal level, reflecting a trend toward more stringent privacy legislation in the United States. **Such laws could potentially impose conflicting requirements that would make compliance more challenging and could lead to additional liability**. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging **and could lead to additional liability risks**. Certain of our solutions and services involve the transmission and storage of client and member data in various jurisdictions, which subjects the operation of those solutions and services to **data** privacy or data protection laws, **rules** and regulations in those jurisdictions. There can be no assurance that such requirements will not change or that we will not otherwise be subject to legal or regulatory actions. These regulatory **actions**. These laws, **rules and regulations are rapidly evolving and changing and could have and an market conditions adverse impact on our operations**. These laws, including those related **rules and regulations are subject to uncertainty in how the they COVID-19 pandemic, may be interpreted and enforced by government authorities and regulators**. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs, prevent us from providing our solutions, and / or impact our ability to invest in or jointly develop our solutions. We also may face audits negatively impact the market price of our **or investigations** common stock. Fluctuations in our quarterly operating results and the price of our common stock may be particularly pronounced in the current economic environment, including due to the uncertainty caused by the COVID-19 pandemic. **one or more government agencies relating to our compliance with These these laws, rules and regulations**. An adverse outcome under any such investigation or audit could result in fines, penalties, other liability, adverse publicity factors may cause the market price and demand for **or a loss of reputation, and adversely affect our business**. Moreover, if these laws, rules and regulations change, our **or** common stock to fluctuate substantially **are interpreted and applied in a manner that is inconsistent with our policies and processes or the operation of our solutions**, we may need to expend resources in order to change our business operations, policies and processes or the manner in which may limit **we provide** or our solutions. This could adversely prevent investors from readily selling their shares of common stock and may otherwise negatively affect the liquidity of our common stock **business, financial condition and scope of operations**. In the past recent years, companies that have experienced volatility in the market price of their **there** securities have been subject **a number of well- publicized data breaches involving the improper dissemination of personal information of individuals both within and outside of the healthcare industry**. Laws in all 50 states require businesses to securities class **provide notice to individuals whose personally identifiable information has been disclosed as a result of a data breach**. These laws are not consistent, and compliance in the event of a widespread data breach is costly. States are also constantly amending existing laws, requiring attention to frequently changing regulatory requirements. Most states require holders of personal information to maintain safeguards and take certain **action-actions litigation** in response to a data breach, such as providing prompt notification of the breach to affected individuals or the state's attorney general. We may **In some states, these laws are limited to electronic data, but states increasingly are enacting or considering stricter and broader requirements**. Under HIPAA, Covered Entities must report breaches of unsecured protected health information to affected individuals without unreasonable delay, not to exceed 60 days following discovery of the breach by a Covered Entity or its agents. Notification also must **be** made to the OCR and, in certain circumstances involving large breaches, to the media. Business Associates must report breaches of unsecured protected health information to Covered Entities within 60 days of discovery of the breach by the Business Associate or its agents or such shorter period as set forth in the applicable Business Associate Agreement. A non- permitted use or disclosure of protected health information is presumed to be a breach under HIPAA unless the Covered Entity or Business Associate establishes that **the there target of this type of litigation is a low probability that the information has been compromised consistent with requirements enumerated in HIPAA**. Despite our security management efforts with respect to physical and technical safeguards, employee training, vendor (and sub- vendor) controls and contractual relationships, our infrastructure, data **or the other future operation centers and systems used in our business operations**, including the internet and related systems of our vendors (including vendors to whom we outsource data hosting, storage **and or** processing functions), are vulnerable to, and **from time to time**, may experience, **unauthorized access to data and / or breaches of confidential or proprietary** information due to a variety of causes. Techniques used to obtain unauthorized access to or compromise systems change frequently, are becoming increasingly sophisticated and complex, and are often not detected until after an incident has

occurred. As a result, we might not be able to anticipate these techniques, implement adequate preventive measures, or immediately detect a potential compromise. If our ~~security~~ cybersecurity measures, some of which are managed by third-party vendors, or the cybersecurity measures of third parties with whom we work, including our service providers or vendors, are breached or fail, it is possible that unauthorized or illegal access to or acquisition, disclosure, use or processing of personally identifiable information, confidential information, or other sensitive client, member, or employee data, including HIPAA-regulated protected health information, may occur. A cybersecurity breach or failure could result in substantial expenses from a variety of circumstances and ~~diver~~ events, including third-party action, human negligence ~~our~~ or management's attention. An active error, malfeasance, employee theft or misuse, phishing and other social engineering schemes, computer viruses, attacks by computer hackers, failures during the process of trading upgrading market or replacing software, databases or components thereof, power outages, hardware failures, telecommunication failures, and catastrophic events. If our cybersecurity measures, or those of the third parties with whom we work, including our service providers or vendors, were to be breached or fail, our reputation could be severely damaged, adversely affecting client or investor confidence. As a result, clients may curtail their use of, or stop using our solutions, and our business may suffer. We could be subject to litigation, damages for breach of contract, penalties and regulatory actions our common stock may not be sustained. An active public trading market for violations our common stock may not be sustained. The lack of HIPAA an and active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair value of your shares. An inactive market may also impair our ability to raise capital to continue to fund operations by selling shares and may impair our ability to acquire other laws companies or technologies by using our or shares regulations applicable to data privacy and data protection, as well as incur significant costs consideration. We expect fluctuations in our financial results, making it difficult to project future results, and if we fail to meet the expectations of securities analysts or for remediation investors with respect to our results of operations, our stock price and the value of your investment could decline. Our results of operations may fluctuate in the future due to a variety of factors, many of which are outside of our control. As a result, our past results may not be indicative of our future performance. In addition to the other risks described herein, factors that may affect our any potential cybersecurity breach could results result of operations include the following: • fluctuations in increased demand for or pricing of our solutions.....; • the amount and timing of costs associated with recruiting liability for stolen assets or information, repairing system damage that may have been caused by such breach, incentives offered to clients or other business partners in an effort to maintain the business relationships after a breach and implementing measures to prevent future occurrences, including organizational changes, deploying additional personnel and protection technologies, training and integrating new employees and engaging third retaining and motivating existing employees; • general economic conditions, as well as economic conditions specifically affecting industries in which our clients participate, including those related to the COVID- party experts and consultants. Negative publicity may also result from real, threatened 19 pandemic; • the impact of new accounting pronouncements; • changes in the competitive dynamics of our or perceived market, including consolidation among competitors or clients; and • significant security breaches of affecting us or our industry or clients, technical difficulties which could cause us to lose clients or partners and adversely affect our operations and future prospects. While we maintain cyber insurance providing coverage for certain cybersecurity and privacy related damages and claim expenses, we may not carry insurance or maintain coverage sufficient to compensate for all liability, and such insurance may not be available for renewal on acceptable terms or at all. However, in any event, insurance coverage will not address the reputational damage that could result from a security breach. Consumer Protection Laws Consumer protection laws require us to publish statements to users of our services that describe how we handle personal information and choices consumers may have about the way we handle personal information. If the information we publish is considered untrue, we may be subject to claims of unfair or deceptive trade practices, which could lead to significant liabilities and consequences, including, costs of defending against litigation or settling claims and loss of existing and future clients. ERISA Regulation ERISA regulates certain aspects of employee health plans, including both insured and self-funded health plans sponsored by our clients. In addition, as part of our agreements with a number of or our clients interruptions to, we also offer PBM services through Progyny Rx. We believe that the conduct of our business vis-à-vis our clients' plans is not of a fiduciary nature, and, therefore, we are not subject in general to the fiduciary obligations imposed by ERISA. However, the there delivery and use can be no assurance that the DOL, the agency that enforces ERISA, will not in the future assert that the fiduciary obligations imposed by ERISA apply to certain aspects of our operations our or courts will not reach such a ruling in private ERISA litigation. ERISA's prohibitions on certain forms of remuneration made to, or received by, health plan service providers or other persons are broadly written, and their application to particular cases is uncertain. ERISA plans are subject to certain rules, published by the DOL, including reporting requirements for direct and indirect compensation received by health plan service providers. If the DOL or the courts interpret these requirements in a manner that is inconsistent with our business operations, we could be subject to civil or criminal liability. Separately, although ERISA generally preempts state laws that would otherwise apply to ERISA plans, the recent Supreme Court ruling in *Rutledge v. Pharm. Care Mgmt. Ass'n* established that ERISA does not preempt all state laws imposing transparency or other requirements on PBMs. If the interpretation of ERISA preemption is further narrowed in the future, our contractual obligations with our self-insured clients would likely require us to comply more broadly with state laws applicable to health insurance that do not currently apply to us. This may adversely impact our ability to standardize our products, solutions, and services across states. Any of State Corporate Practice and Fee-Splitting Prohibitions these These and other factors laws generally prohibit non-physician entities from practicing medicine, exercising control over physicians or the cumulative effect of some of these factors, may cause our or results of engaging in certain practices such as fee-splitting with physicians. We

have structured our operations and contracts with our network providers to vary significantly comply with such laws. For example, the long our provider agreements explicitly recognize that providers retain sole authority for medical decision making. If a state's corporate practice of medicine or fee - term splitting laws are interpreted in a manner that is inconsistent with our contractual arrangements with our network providers, we could be required to restructure or terminate our contractual relationships with our network providers to comply with such laws; could be subject to disciplinary action, penalties, damages, and fines; and could experience a loss of revenue, any of which could have a material and adverse effect on our business, results of operations, and financial condition. In addition, this may discourage physicians from participating in our network of providers as these state laws often impose penalties on physicians, in their individual capacity, for aiding the corporate practice of medicine or unlawful fee- splitting. Restrictions on Communication Communications with our members increasingly may be subject to and restricted by laws and regulations governing communications via telephone, fax, text, and email. We use email and social media platforms as marketing tools. For example, we maintain corporate social media accounts. As laws and regulations, including FTC enforcement, rapidly evolve to govern the use of these platforms and devices, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations in connection with the use of these platforms and devices could adversely impact our business, financial condition and results of operations or subject us to fines or the other COVID penalties. We are part of the broader healthcare industry and subject to increasing scrutiny and regulation within our business, including with respect to Progyny Rx's PBM operations, which may adversely affect our business, financial condition and results of operations. The healthcare industry is highly regulated and subject to frequently changing laws, regulations, government enforcement priorities, public policies, industry standards and other requirements. Many healthcare laws and regulations are complex, and their application to specific solutions, services and relationships may not be clear-unclear. Because our clients are subject to various legal and regulatory requirements, we may be impacted- have obligations to comply with additional legal and regulatory requirements as a result of our contractual obligations- arrangements with our clients, even when if we are not directly subject to such requirements. In particular, many existing healthcare laws and regulations, when enacted, did not anticipate the solutions and services that we provide, and these laws and regulations may be applied to our solutions and services in ways that we do not anticipate. The ACA, efforts to revise, expand or materially change the ACA, as well as the recently enacted IRA, and other federal Federal and state efforts to reform or revise- change aspects of the healthcare industry or to revise- change or create additional legal or regulatory requirements could impact our operations, the use of our solutions and services, and our ability to market new solutions and services, or could create unexpected liabilities for us. We also may be impacted by- PBM operations and business models are highly regulated and subject to frequently changing laws, regulations, government enforcement priorities, negative publicity, industry standards and other requirements that are not specific to the healthcare industry, such as consumer protection laws and payment card industry standards. Recently These requirements may impact our operations and, if not followed, could result in fines, penalties and other liabilities and adverse publicity and injury to our reputation. In recent years, there have been a number of reform efforts focused on PBM regulation, including program pricing, and transparency, from both federal and state legislatures as well as the HHS OIG, around PBM program pricing and agencies transparency that could affect our business. Current PBM laws and regulations govern, and proposed legislation and regulations may govern and / or further restrict critical PBM practices, including, among other things but not limited to, disclosure, receipt and retention of rebates and other payments received from pharmaceutical manufacturers or pharmacy program partners, rules governing contractual provisions between PBMs and their contracted payers and / or pharmacies, and registration or licensing of PBMs. If adopted, these proposals could affect our business by further restricting PBM practices critical to maintaining current levels of profitability or could impact our ability to meet future financial forecasts. For example, in 2019, the U.S. Senate and House of Representatives proposed a number of bills that would, among other things, require PBMs to submit information on their costs, fees and rebates ; requiring require 100 % of the rebates to be passed on to consumers ; and / or impose rebates on manufacturers that chose choose to increase their drug prices more rapidly at a rate than that exceeds the inflation rate. In June 2022, the FTC Federal Trade Commission announced an inquiry regarding into the role of PBMs and stated its intent to closely scrutinize the impact of PBM rebates and fees on patients and payers. Further In September 2024, the FTC filed actions against certain PBMs related to the their U- rebate practices. The S- Supreme Court's decision in Rutledge v. Pharm. Care Mgmt. Ass'n on in December 10, 2020, which held that an Arkansas state law requiring PBMs to reimburse pharmacies at a price equal to or greater than the price pharmacies pay in purchasing medications from a wholesaler, was not preempted by the federal ERISA statute. The Supreme Court's ruling solidifies the legality of state - 19 pandemic of state- level legislation regulating PBMs, which may encourage a new wave of legislation aimed at controlling prescription drug costs and providing pricing transparency. For example, effective June 1, 2022, New York enacted a law that establishes regulatory oversight of PBMs. Several states have proposed separate PBM bills, and at least 18 states have adopted PBM oversight laws. A number of these proposed laws would require PBMs to submit annual transparency reports or otherwise disclose contractual arrangements with health benefit- plans or health insurance issuers ; or allow regulators to conduct audits of PBM operations. Additionally- In addition, certain quasi- regulatory organizations, including the National Association of Boards of Pharmacy and the National Association of Insurance Commissioners, have issued model regulations or may propose future model regulations concerning related to PBM operations. PBM credentialing organizations may also establish voluntary standards regarding PBM activities. While the model regulations and standards of these quasi- regulatory or credentialing organizations are not legal requirements, federal and state lawmakers may be influenced to adopt similar legislation, and such model regulations and standards may also impact client expectations or requirements for PBM services. PBM operations may also be subject to federal and state fraud and abuse laws. Some states' anti- kickback and false claims laws may be broader in scope than analogous federal laws and may apply to items and services reimbursed by any a third- party payor, including private insurers, self- insured

employers and **patients** on a cash basis ~~by patients~~, and may be applicable to us. Accordingly, ~~it is reasonably possible that~~ our business operations and our results of operations could be materially **and** adversely affected by legislative, regulatory and public policy changes at the federal or state level, increased government involvement in drug reimbursement and pricing, and / or increased regulation of PBMs. ~~Adoption of new laws, rules or~~ **including Progyny Rx. Such legal and regulations- regulatory** or changes **may** in government enforcement priorities of or new interpretations of, existing laws, rules or regulations relating to PBMs could materially adversely affect our **ability to conduct** business **on commercially reasonable terms in states where PBM legislation is in effect** and **our ability** results of operations with respect to **standardize** Progyny Rx **PBM products and services across states**. ~~Additionally~~ **In addition**, such **failure to comply with these laws or regulations** could result in **material fines and sanctions and could have a material** adverse changes in effect on our results of operations **for an and cash flows** unknown period of time. If our quarterly results of operations fall below the expectations of investors and securities analysts who follow our stock, the price of our common stock could decline substantially, and we could face costly lawsuits, including securities class action suits. As a result of being a public company, we are obligated to develop and maintain proper and effective internal control over financial reporting, and any failure to maintain the adequacy of these internal **control controls** may adversely affect investor confidence in our company and, as a result, the value of our common stock. ~~We are required,~~ **Pursuant** to Section 404 of the Sarbanes- Oxley Act (“ Section 404 ”), **we are required** to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting, and our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting. To maintain compliance with Section 404, we perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting in our Annual Report on Form 10- K filing for each year, as required by Section 404. Our existing management team has and will continue to devote a substantial amount of time to these compliance initiatives, and we may need to hire additional accounting and financial **staff personnel** with appropriate public company experience to assist us in ongoing compliance with these requirements. Moreover, these rules and regulations have increased, and will continue to increase, our legal and financial **reporting** compliance costs and will make some activities more time consuming and costly. During the evaluation and testing process of our internal control, if we identify one or more material weaknesses in our internal control over financial reporting, we ~~will would~~ be unable to certify that our internal control over financial reporting is effective. For example, in connection with our audit of the fiscal year 2018 consolidated financial statements, we and our independent registered public accounting firm identified one material weakness in our controls related to the lack of review and oversight ~~over of~~ financial reporting, which we determined ~~was we had~~ remediated as of December 31, 2019. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness or significant deficiency in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets. ~~fluctuations in demand for, or pricing of, our solutions; level and mix of utilization of our solutions by members; our ability to retain existing clients and attract new~~ **clients; our ability to retain our existing** clients; client expansion rates; changes in clients’ budgets and in the timing of their budget cycles and purchasing decisions; our ability to control costs, including our operating expenses and healthcare costs; the amount and timing of payment for operating expenses, particularly sales and marketing expenses; the amount and timing of non- cash expenses, including stock- based compensation expense, goodwill impairments and other non- cash charges; the amount and timing of ~~costs~~ Future sales of our common stock in the public market, **including in connection with financings, acquisitions, our equity incentive plan or otherwise,** could cause the market price of our common stock to decline. Future sales of a substantial number of shares of our common stock in the public market by us or our stockholders, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that such sales may have on the prevailing market price of our common stock. In addition, as of December 31, ~~2023-2024~~, there were an aggregate of ~~17-18, 228-619, 415-906 and 2-3, 561-920, 213-377~~ shares of our common stock subject to outstanding options and unvested restricted stock units, respectively. We have registered all of the shares of common stock issuable upon exercise of outstanding options or other equity awards we may grant in the future, for public resale under the Securities Act. Accordingly, these shares will be eligible for sale in the public market to the extent such options are exercised and restricted stock units are vested, in compliance with applicable securities laws. ~~Our issuance of additional capital stock in connection with financings, acquisitions, investments, our equity incentive plans or otherwise will dilute all other stockholders.~~ We expect to issue additional capital stock in the future ~~that, which~~ will result in dilution to all other stockholders. We expect to **continue to** grant equity awards to **our** employees, directors and consultants under our equity incentive plans. We may also raise capital through equity financings in the future. As part of our **business growth** strategy, we may acquire or make investments in businesses, joint ventures, products and services, or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline. If securities or industry analysts do not publish research, or publish unfavorable or inaccurate research, about our business, the market price and trading volume of our common stock could decline. The market price and trading volume of our common stock ~~is will be~~ heavily influenced by ~~the way analysts’~~ **interpret interpretation of** our financial information and other disclosures. We do not have control over these analysts. If securities

analysts or ~~if~~ industry analysts cease coverage of us, our stock price would be negatively affected. If securities or industry analysts do not publish research or reports about our business, downgrade our common stock, or publish negative reports about our business, **then** our stock price would likely decline, and the trading volume of our common stock could decrease. We have experienced and may in the future experience analyst coverage reduction due to analysts leaving firms, changing firms or going on temporary leaves of absences. **Such a** reduction in analyst coverage, even if temporary, could lead to volatility in our stock price. We do not intend to pay dividends for the foreseeable future, and, as a result, your ability to **achieve-receive** a return on your investment will depend on appreciation in the price of our common stock. We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, you may need to rely on sales of our common stock after price appreciation, which may never occur, as the only way to realize any future gains on your investment. ~~We incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to compliance with our public company responsibilities and corporate governance practices. As a public company, we have incurred and will continue to incur significant legal, accounting, and other expenses that we did not incur prior to our initial public offering. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the Nasdaq Stock Market, or Nasdaq, and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel devote a substantial amount of time to compliance with these requirements. Effective January 1, 2021, we became a “large accelerated filer” under SEC reporting rules and are required to file our annual report and quarterly reports more quickly than we previously had been required to file them, which may require us to dedicate additional resources to the timely filing of such reports. Moreover, these rules and regulations have increased and will continue to increase our legal and financial compliance costs and make some activities more time-consuming and costly. We cannot predict or estimate the amount of additional costs we incur as a public company or the specific timing of such costs.~~ Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock. Provisions in our amended and restated certificate of incorporation and **second** amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and **second** amended and restated bylaws include provisions that: • authorize our Board of Directors to issue, without further action by ~~the~~ stockholders, shares of undesignated preferred stock with terms, rights, and preferences determined by our Board of Directors **that and which** may be senior to our common stock; • require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent; • specify that special meetings of our stockholders can be called only by our Board of Directors, the chairperson of our Board of Directors, or our chief executive officer; • establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our Board of Directors; • establish that our Board of Directors is divided into three classes, with each class serving three-year staggered terms; • prohibit cumulative voting in the election of directors; • provide that our directors may be removed for cause only upon the vote of at least 66 and 2 / 3 % of our outstanding shares of voting stock; • provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum; and • require the approval of our Board of Directors or the holders of at least 66 and 2 / 3 % of our outstanding shares of voting stock to amend our **second** amended and restated bylaws and certain provisions of our amended and restated certificate of incorporation. 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 of Directors, which is responsible for appointing ~~the~~ members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, or the DGCL, which generally, subject to certain exceptions, prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “interested” stockholder for a period of three years following the date on which the stockholder became an “interested” stockholder. Any of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our common stock, and they could deter potential acquirers of our company, thereby reducing the likelihood that you would receive a premium for your shares of our common stock in an acquisition **or other change of control transaction**. Our amended and restated certificate of incorporation designates the state courts in the State of Delaware or, if no state court located ~~within in~~ the State of Delaware has jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against us or our directors, officers, or **other** employees. Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, any state court located within the State of Delaware, or if all such state courts lack jurisdiction, the federal district court for the District of Delaware) will be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (1) any derivative action or proceeding brought on our behalf; (2) any action asserting a breach of a fiduciary duty owed by any current or former director, officer or other employee ~~to~~ us or our stockholders; (3) any action or proceeding asserting a claim against us or any of our current or former directors, officers or other employees ~~arising out of or pursuant to~~ any provisions of the DGCL, our amended and restated certificate of incorporation, or our **second** amended and restated bylaws; (4) ~~or~~ any action or proceeding to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our **second** amended and restated bylaws; (5) any action or proceeding as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; or (6) any action asserting a claim against us, or any of our directors, officers or other employees, that is governed by the internal affairs doctrine, in all cases to the fullest extent permitted by law and subject to the court ~~s~~ having personal jurisdiction over the indispensable parties named as defendants. For

the avoidance of doubt, these choice of forum provisions will not apply to suits brought to enforce a duty or liability created by the Securities Act, the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. In particular, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. These -- **The exclusive choice of** forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees and may discourage these types of lawsuits. A stockholder may, nevertheless, seek to bring a claim in a venue other than that designated in our amended and restated certificate of incorporation. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions, which may **require result in** significant additional costs. Furthermore, if a court were to find the **exclusive choice of** forum provisions contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may **also** incur **additional** costs associated with resolving such action in other jurisdictions. **43**

~~Unstable market and economic conditions may impact our ability to obtain any necessary financing and adversely impact our business, financial condition and stock price. The global economy, including financial and credit markets, has recently experienced volatility and uncertainty, including rising interest and inflation rates, declines in economic growth, and declines in global equity markets. If the equity and credit markets continue to deteriorate, or the United States enters a recession, it may make any necessary debt or equity financing more difficult to obtain in a timely manner or on favorable terms, more costly or more dilutive. As a result, our business, results of operations, and price of our common stock may be adversely affected. Increased scrutiny and changing expectations from the SEC regarding environmental, social and governance practices, and reporting could cause us to incur additional costs, devote additional resources and expose us to additional risks, which could adversely impact our reputation, or otherwise adversely impact our business. Companies across all industries are facing increasing scrutiny related to their environmental, social and governance, or ESG practices and reporting. The SEC and investors have focused increasingly on ESG practices and placed increasing importance on the implications and social cost of ESG reporting. With this increased focus and demand, public reporting regarding ESG practices is becoming more broadly expected. Expectations regarding voluntary ESG initiatives and disclosures may result in increased costs, changes in demand for certain offerings, enhanced compliance or disclosure obligations, or other adverse impacts to our business, financial condition or results of operations. We may provide information in this Annual Report on Form 10-K or our other filings with the SEC that are informed by various ESG standards and frameworks (including standards for the measurement of underlying data) and the interest of various stakeholders. Much of this information is subject to assumptions, estimates or third-party information that is still evolving and subject to change, and our disclosures based on any standards may change due to revisions in framework requirements, availability of information, changes in our business or applicable government policies, or other factors, some of which may be beyond our control. If our ESG practices and reporting do not meet or are viewed as not meeting SEC, investor or other industry or stakeholder expectations, which continue to evolve, our brand, reputation and investor retention may be negatively impacted. It is possible that stakeholders may not be satisfied with our ESG practices or the speed of their adoption. We could also incur additional costs and require additional resources to monitor, report, implement, enhance and comply with various ESG practices and standards. Also, our failure, or perceived failure, to meet the standards included in any ESG disclosure could negatively impact our reputation, employee recruiting and retention, and the willingness of our customers and suppliers to do business with us.~~

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