

Risk Factors Comparison 2025-02-27 to 2024-02-26 Form: 10-K

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

Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business, prospects, financial condition and results of operations, any of which could subsequently have an adverse effect on the trading price of our common stock, and you should carefully consider them. Accordingly, in evaluating our business, we encourage you to consider the following discussion of risk factors in its entirety, in addition to other information contained in or incorporated by reference into this Annual Report on Form 10-K and our other public filings with the SEC. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and results of operations in future periods. Summary of Risk Factors The risks more fully described below that relate to our business include, but are not limited to, the following important risks: • **actions of our majority shareholder or other third parties that influence us**; • we rely on third- party platforms, such as the iOS App Store, Facebook, and Google Play Store, to distribute our games and collect revenues, and such platforms may adversely change their policies; • a limited number of games generate a majority of our revenues; • a small percentage of total users generate a majority of our revenues; • our free-to- play business model, and the value of virtual items sold in our games, is highly dependent on how we manage the game revenues and pricing models; • our inability to make acquisitions and / or integrate acquired businesses successfully could limit our growth or disrupt our plans and operations; • **our ability to compete in a highly competitive industry with low barriers to entry**; • **our ability to retain existing players, attract new players and increase the monetization of our player base**; • we may be unable to successfully develop new games; • our new games may not be successful after launch; • we ~~operate in a highly competitive industry with low barriers to entry~~; • we have significant indebtedness and are subject to obligations and restrictive covenants under our debt instruments; • we are controlled by Yuzhu Shi, whose economic and other interests in our business may differ from yours; • legal or regulatory restrictions or proceedings could adversely impact our business and limit the growth of our operations; • the impact of an economic recession or periods of increased inflation, and any reductions to household spending on the types of discretionary entertainment we offer; • our international operations and ownership, including our significant operations in Israel, Ukraine and Belarus and the fact that our controlling stockholder is a Chinese-owned company; • security breaches or other disruptions could compromise our information or the information of our players and expose us to liability; and • our inability to protect our intellectual property and proprietary information could adversely impact our business. Risks Related to Our Business We rely on third- party platforms, such as the iOS App Store, Facebook, and Google Play Store, to distribute our games and collect revenues generated on such platforms and rely on third- party payment service providers to collect revenues generated on our own platforms. Our games are primarily accessed and operated through platforms operated by Apple, Facebook and Google. A significant number of the virtual items that we sell to paying players are purchased using the payment processing systems of these platforms and, for the year ended December 31, ~~2023~~ **2024**, ~~70-68~~ **5-6**% of our revenues were generated through the iOS App Store, Facebook, and Google Play Store. Consequently, our expansion and prospects depend on our continued relationships with these providers, and any other emerging platform providers that are widely adopted by our target players. We are subject to the standard terms and conditions that these platform providers have for application developers, which govern the content, promotion, distribution, operation of games and other applications on their platforms, as well as the terms of the payment processing services provided by the platforms, and which the platform providers can change unilaterally on short or without notice. Our business would be harmed if: • the platform providers discontinue or limit our access to their platforms; • governments or private parties, such as internet providers, impose bandwidth restrictions or increase charges or restrict or prohibit access to those platforms; • the platforms increase the fees they charge us; • the platforms modify their algorithms, communication channels available to developers, respective terms of service or other policies; • the platforms decline in popularity; • the platforms adopt changes or updates to their technology that impede integration with other software systems or otherwise require us to modify our technology or update our games in order to ensure players can continue to access our games and content with ease; • the platforms elect or are required to change how they label free-to- play games or take payment for in- game purchases; • the platforms block or limit access to the genres of games that we provide in any jurisdiction; • the platforms impose restrictions or spending caps or make it more difficult for players to make in- game purchases of virtual items; • the platforms change how the personal information of players is made available to developers or develop or expand their own competitive offerings **and / or practices**; or • we are unable to comply with the platform providers' terms of service. If our platform providers do not perform their obligations in accordance with our platform agreements, we could be adversely impacted. For example, in the past, some of these platform providers have been unavailable for short periods of time, unexpectedly changed their terms or conditions, or experienced issues with their features that permit our players to purchase virtual items. Additionally, we rely on ~~two separate~~ third- party online payment service providers to process any payments generated on games accessed and operated on our own Direct- to- Consumer platforms. If any of these third- party service providers is unable to process payments, even for a short period of time, our business would be harmed. These platforms and our third- party online payment service providers may also experience security breaches or other issues with their functionalities. In addition, if we do not adhere to the terms and conditions of our platform providers, the platform providers may take actions to limit the operations of, suspend or remove our games from the platform, and / or we may be exposed to liability or litigation. As jurisdictions in which we operate and their regulatory bodies adopt or modify laws and regulations, our platform providers may adopt restrictive policies or take other adverse action against the Company and its games in connection with their interpretation and implementation of such laws and regulations. For example, in December 2023,

the Company was informed that Google was beginning to enforce an existing Play Store policy banning simulated gambling apps in thirteen countries across the Middle East and Asia: Algeria, Iran, Jordan, Libya, Oman, Palestine, Qatar, Saudi Arabia, South Korea, Syria, Tunisia, the United Arab Emirates and Yemen. As a result, Google blocked Slotomania and Caesars Slots in December 2023 and World Series of Poker in January 2024 from these countries. Similarly, in January 2024, Indonesia's Ministry of Communication and Information Technology reported that it had conducted a broad sweep of online gambling content on the Google and Apple platforms including non-gambling games that contained gambling-related elements. Shortly thereafter, Slotomania was blocked from the Google Play Store in Indonesia, **although it has since been reinstated. We were also notified in December 2024 by a third-party platform that it would be challenging the offering of social casino games on its platform in the State of Washington. While we currently only offer certain poker-themed titles through this platform, our business and operating results could be materially impaired if other platforms take similar actions in the State of Washington or in other jurisdictions.** Although we are taking steps to oppose and try to reverse these types of actions and have not experienced a material impact on our business, financial condition or results of operations due to limited revenues we currently have **on the affected platform or** in the affected jurisdictions, if our platform providers ~~took~~, **particularly the iOS App Store, Facebook, or Google Play Store, take** these actions in jurisdictions that are ~~more~~-significant to our operations, it would be harmful to our business. If any such events described above occur on a short-term or long-term basis, or if these third-party platforms and online payment service providers otherwise experience issues that impact the ability of players to download or access our games, access social features, or make in-game purchases, it would have a material adverse effect on our brands and reputation, as well as our business, financial condition and results of operations. A limited number of games have generated a majority of our revenues, and we may be unable to offset any declines in revenues from our top games. Our business is dependent on the success of a limited number of games and on our ability to consistently enhance and improve upon games that achieve significant popularity. Historically, we have depended on such games for a majority of our revenues and we expect that this dependency will continue for the foreseeable future. For example, ~~for in each of~~ the years ended December 31, **2024 and 2023 and 2022**, our top two games by revenue, Slotomania and Bingo Blitz, collectively generated approximately **45 % and 46 %** of our revenues for each period, **respectively**. For a game to remain popular and to retain players, we must effectively enhance, expand and upgrade the game with new features, offers, and content that players find attractive. We may not be successful in these efforts, including not providing enough new features, offers and content or providing too many new features, offers and content. Each of our games requires significant product development, marketing and other resources to develop, launch and sustain popularity through regular upgrades, expansions and new content, and such costs on average have increased over time. Even with these investments, we may experience sudden declines in the popularity of any of our games and fluctuations in the number of daily average users and monthly average users. For example, revenues generated by Slotomania declined by approximately **9.5 % in 2024 and 9.0 %** in 2023. A continued decline in Slotomania or a similar decline in any of our other top games would negatively impact our results of operations. If we fail to attract and retain a significant number of new and existing players to our games or if we experience a reduction in the number of players of our most popular games or any other adverse developments relating to our most popular games occur, our market share and reputation could be harmed and there could be a material adverse effect on our business, financial condition and results of operations. **Our average daily active users across our portfolio have declined by approximately 6.9 % in 2024 and 7.4 % in 2023. While the Company endeavors to attract and retain new and existing players, including by way of acquiring new titles and studios, we cannot assure that these efforts will be successful. Shifts in the revenue mix between our games may adversely affect our margin profile. Historically, our social casino games have generated higher margins than our casual games, primarily due to the higher utilization of our Direct-to-Consumer platforms among social casino game users compared to our casual game users. In addition, our recent casual game acquisitions, most notably SuperPlay Ltd., are earlier stage studios where the strategic focus is on growth over profitability. As revenues from our social casino games such as Slotomania have either declined or failed to keep pace with revenues from our existing and newly acquired casual games, our Credit Adjusted EBITDA margin and net income margin have declined. Our Credit Adjusted EBITDA margin declined from 32.4 % in 2023 to 29.7 % in 2024 and our net income margin declined from 9.2 % in 2023 to 6.4 % in 2024. If our revenue mix continues to shift toward casual games and we are unable to mitigate the discrepancy in margin profiles, our Credit Adjusted EBITDA margin and net income margin could continue to decline. Furthermore, our strategy includes acquiring early-stage companies that may be primarily focused on growth rather than profitability. These early-stage acquisitions, while potentially offering long-term growth opportunities, often contribute at least initially to lower margins with high levels of marketing and other operational costs relative to their revenues. Continued investment in early-stage companies may compound the downward pressure on our margin profile if our revenue mix continues to trend toward casual games.** A small percentage of total users have generated a majority of our revenues, and we may be unable to attract new paying or retain existing paying users and maintain their spending levels. Revenues of free-to-play games typically rely on a small percentage of players who spend moderate or large amounts of money in games to receive special advantages, levels, access and other features, offers, or content. The vast majority of users play for free or only occasionally spend money in games. As a result, compared to all users who play our games in any period, only a small percentage of such users were paying users. For example, for the year ended December 31, ~~2023-2024~~, our average Daily Payer Conversion was **3.6-8 %**. In addition, a large percentage of our revenues comes from a small subset of these paying users. Because many users do not generate revenues, and each paying user does not generate an equal amount of revenues, it is particularly important for us to retain the small percentage of paying users and to maintain or increase their spending levels. There can be no assurance that we will be able to continue to retain paying users or that paying users will maintain or increase their spending. It is possible that we could lose more paying users than we gain in the future, which would cause a decrease in the monetization of our games and could have a material adverse effect on our business, financial condition and results of operations. We invest in new user

acquisition and on monetization strategies to convert users to paying users, retain our existing paying users and maintain or increase the spending levels of our paying users. As **competition for user attention and acquisition intensifies and** privacy rules **impacting these activities** continue to evolve, the effectiveness of our user acquisition activities may go down, and the cost of those activities may increase. If our investments on new user acquisition and monetization strategies do not produce the desired results, we may fail to attract, retain or monetize users and may experience a decrease in spending levels of existing paying users, any of which would result in lower revenues for our games and could have a material adverse effect on our business, financial condition and results of operations. We believe that the key factors in attracting and retaining paying users include our ability to enhance existing games and game experiences in ways which are specifically appealing to paying users. These abilities are subject to various uncertainties, including but not limited to: • our ability to provide an enhanced experience for paying users without adversely affecting the gameplay experience for non- paying users; • our ability to continually anticipate and respond to changing user interests and preferences generally and to changes in the gaming industry; • our ability to introduce effective amounts of new content to our players; • our ability to compete successfully against a large and growing number of industry participants with essentially no barriers to entry; • our ability to hire, integrate and retain skilled personnel; • our ability to increase penetration in, and enter into new, demographic markets; • our ability to achieve a positive return on our user acquisition and other marketing investments and to drive organic growth; and • our ability to minimize and quickly resolve bugs or outages. Some of our users also depend on our customer support organization to answer questions relating to our games. Our ability to provide high- quality effective customer support is largely dependent on our ability to attract, resource, and retain employees who are not only qualified to support our users, but are also well versed in our games. Any failure to maintain high- quality customer support, or a market perception that we do not maintain high- quality customer support, could harm our reputation and adversely affect our ability to sell virtual items within our games to existing and prospective users. If we are unable to attract and retain users, especially paying users, it would have a material adverse effect on our business, financial condition and results of operations. We utilize a free- to- play business model, which depends on players making optional in- game purchases, and the value of the virtual items sold in our games is highly dependent on how we manage the game revenues and pricing models. Our games are available to players for free, and we generate nearly all of our revenues from the sale of virtual items when players make voluntary in- game purchases. For example, **for in each of** the years ended December 31, **2024 and 2023 and 2022**, we derived 98.4% **and 97.9%** of our revenues from in- game purchases, **respectively**. Paying users usually spend money in our games because of the perceived value of the virtual items that we offer for purchase. The perceived value of these virtual items can be impacted by various actions that we take in the games, such as offering discounts, giving away virtual items in promotions or providing easier non- paid means to secure such virtual items. If we fail to manage our game economies properly, players may be less likely to spend money in the games, which could have a material adverse effect on our business, financial condition and results of operations. Unrelated third parties have developed, and may continue to develop, “ cheats ” or guides that enable players to advance in our games or result in other types of malfunction, which could reduce the demand for in- game virtual items. In particular, for our games where players play against each other, such as our World Series of Poker game, there is a higher risk that these “ cheats ” will enable players to obtain unfair advantages over those players who play fairly, and harm the experience of those players. Additionally, these unrelated third parties may attempt to scam our players with fake offers for virtual items or other game benefits. **We have also seen unauthorized third- party apps that serve as cheat guides for games such as Bingo Blitz which may be used by players to compromise or impair our game economies.** These scams may harm the experience of our players, disrupt the economies of our games and reduce the demand for our virtual items, which may result in increased costs to combat such programs and scams, a loss of revenues from the sale of virtual items and a loss of players. As a result, players may have a negative gaming experience and be less likely to spend money in the games, which could have a material adverse effect on our business, financial condition and results of operations. Our inability to make acquisitions and integrate any acquired businesses successfully could limit our growth or disrupt our plans and operations. Historically, a significant portion of our growth has been as a result of our acquisition of complementary studios and games, rather than in- house development, including our acquisition of Wooga GmbH, or Wooga, in 2018, Supertreat GmbH, or Supertreat, in 2019, Seriously Holding Corp., or Seriously, in 2019, Reworks Oy, or Reworks, in 2021, JustPlay. LOL, or JustPlay, in 2022, the Youda Games’ card game portfolio in 2023, **and G. S InnPlay Labs Ltd. ~~or InnPlay Labs~~ in 2023, and our largest acquisition to date, SuperPlay Ltd. in 2024.** While we anticipate that acquisitions will continue to be an important source of growth in the ~~near~~-future, ~~Our, our~~ ability to succeed in implementing our strategy will depend to some degree upon our ability to identify quality games, applications and businesses and complete commercially viable acquisitions. We cannot assure you that acquisition opportunities will be available on acceptable terms or at all, or that we will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. Our ability to successfully grow through these types of transactions also depends upon our ability to identify, negotiate, complete and integrate suitable target businesses, technologies and products and to obtain any necessary financing, and is subject to numerous risks, including: • failure to identify acquisition, investment or other strategic alliance opportunities that we deem suitable or available on favorable terms; • problems integrating acquired businesses, technologies or products, including issues maintaining uniform standards, procedures, controls and policies, ~~or applying Boost to our new games~~; • unsuccessful efforts to expand and unanticipated challenges in entering into new categories of games and applications, including design entertainment and home design; • problems properly valuing prospective acquisitions, particularly those with limited operating histories; • failure to fully identify potential risks and liabilities associated with acquired businesses; • unanticipated costs associated with acquisitions, investments or strategic alliances; • adverse impacts on our overall margins, **particularly with respect to acquisitions of earlier stage companies where the strategic focus is on growth over profitability**; • diversion of management’ s attention from the day- to- day operations of our existing business; • potential loss of key employees of acquired businesses; and • increased legal and accounting compliance costs. In addition, the expected cost synergies associated with such acquisitions may

not be fully realized in the anticipated amounts or within the contemplated timeframes, which could result in increased costs and have an adverse effect on our prospects, results of operations, cash flows and financial condition. We would expect to incur incremental costs and capital expenditures related to integration activities. Acquisition transactions may also disrupt our ongoing business, as the integration of acquisitions would require significant time and focus from management and might delay the achievement of our strategic objectives. If we are unable to identify suitable target businesses, technologies or products, or if we are unable to integrate any acquired businesses, technologies and products effectively, our business, financial condition and results of operations could be materially and adversely affected, and we can provide no assurances that we will be able to adequately supplement any such inability to successfully acquire and integrate with organic growth. Also, while we employ several different methodologies to assess potential business opportunities, the businesses we may acquire may not meet or exceed our expectations. **For example, our recently acquired studio, SuperPlay Ltd., has a history of incurring net losses as it is in its early stages and is prioritizing increased revenue and growth in the business. SuperPlay Ltd., incurred net losses of \$ 114 million in 2024. If revenue growth at SuperPlay Ltd. does not increase enough to offset costs, including marketing expenses, our results of operations will be harmed.** We operate in a highly competitive industry with low barriers to entry, and our success depends on our ability to effectively compete. The mobile gaming industry is a rapidly evolving industry with low barriers to entry, and we expect more companies to enter the industry and a wider range of competing games to be introduced. As a result, we are dependent on our ability to successfully compete against a large and growing number of industry participants. Many of our current and potential competitors enjoy substantial competitive advantages, such as greater name recognition, longer operating histories, greater financial, technical and other resources. In particular, certain competitors of our social casino slot games also provide real money gambling offerings which may give them an advantage in recognizable slot content. Internationally, local competitors may have greater brand recognition than us in their local country and a stronger understanding of local culture and commerce. They may also offer their products and services in local languages we do not offer. In addition, the market for our games is characterized by rapid technological developments, frequent launches of new games and enhancements to current games, changes in player needs and behavior, disruption by innovative entrants and evolving business models and industry standards. As a result, our industry is constantly changing games and business models in order to adopt and optimize new technologies, increase cost efficiency and adapt to player preferences. Our competitors may adapt to an emerging technology or business model more quickly or effectively, developing products and games or business models that are technologically superior to ours, more appealing to consumers, or both. **The emergence of “sweepstake casino” games which mimic social casino games but incorporate sweepstakes as a primary user acquisition and monetization tool in the game could pose a competitive threat to our social casino games and harm our results of operations.** Potential new competitors could have significant resources for developing, enhancing or acquiring games and gaming companies, and may also be able to incorporate their own strong brands and assets into their games or distribution of their games. We also face competition from a vast number of small companies and individuals who may be successful in creating and launching games and other content for these devices and platforms using relatively limited resources and with relatively limited start-up time or expertise. New game developers enter the gaming market continuously, some of which experience significant success in a short period of time. A significant number of new titles are introduced each day. In addition, obtaining and maintaining high ratings of our games on the platforms on which we operate are important as they help drive users to find our games. If the ratings of any of our games decline or if we receive significant negative reviews that result in a decrease in our ratings, our games could be more difficult for players to find or recommend. In addition, we may be subject to negative review campaigns or defamation campaigns intended to harm our ratings. Any such decline may lead to loss of users and revenues, additional advertising and marketing costs, and reputation harm. Additionally, if our platform providers were to develop competitive offerings, either on their own or in cooperation with one or more competitors, our growth prospects could be negatively impacted. For example, Apple developed its own video game subscription service, Apple Arcade, which may compete further with our games. **Netflix, a relatively new entrant in the gaming market, has expanded its offerings by including a growing library of mobile games as part of its subscription service. With its expansive customer base and vast resources, Netflix could pose a material competitive threat to the Company’s business.** Increased competition and success of other brands, genres, business models and games could result in, among other things, a loss of players, or negatively impact our ability to acquire new players cost-effectively, which could have a material adverse effect on our business, financial condition and results of operations. Moreover, current and future competitors may also make strategic acquisitions or establish cooperative relationships among themselves or with others, including our current or future business partners or third-party software providers. By doing so, these competitors may increase their scale, their ability to meet the needs of existing or prospective players and compete for similar human resources. If we are unable to compete effectively, successfully and at a reasonable cost against our existing and future competitors, our results of operations, cash flows and financial condition would be adversely impacted. Our substantial indebtedness could adversely affect our ability to raise additional capital or to fund our operations, expose us to interest rate risk, limit our ability to react to changes in the economy, and prevent us from making debt service payments. In addition, we are subject to obligations and restrictive covenants under our debt instruments that may impair our ability to operate or with which we may not be able to maintain compliance. We are a highly leveraged company. In March 2021, we **entered into a \$ 1, 900. 0 million senior secured first lien term loan, which we refer to herein as the Term Loan. We also** issued \$ 600. 0 million aggregate principal amount of our 4. 250 % senior notes due 2029 (our “Notes”) in a private offering pursuant to an indenture dated March 11, 2021 (the “Indenture”). As of December 31, ~~2023~~ **2024**, we had \$ 2, ~~452~~ **428**. ~~5~~ **8** million aggregate principal amount of outstanding indebtedness, in addition to \$ 600. 0 million available for borrowing under ~~our Revolving Credit Facility~~ at that date. ~~For the year ended December 31, 2023, we made net principal payments of \$ 14. 3 million and paid \$ 146. 0 million for interest (net of hedges). Our indebtedness also may include senior secured credit facilities if drawn upon, which we refer to herein as the Credit Facilities, consisting of a \$ 600. 0 million senior secured revolving credit facility, which we refer to~~

herein as the Revolving Credit Facility. **For the year ended December 31, 2023, we made net principal payments of \$ 1,900.23.8 million and paid \$ 146.6 million for interest (net of hedges)**, and a **2024, we made net principal payments of \$ 1,900.23.8 million and paid \$ 146.6 million for interest (net of hedges)** senior secured first lien term loan, which we refer to herein as the Term Loan. The Credit Facilities were provided pursuant to a credit agreement, which we refer to herein as the Credit Agreement, dated as of December 10, 2019 and amended on March 11, 2021, by and among us, the lenders party thereto and **UBS AG, Stamford Branch (as successor in interest to Credit Suisse AG, Cayman Islands Branch)**, as administrative agent and collateral agent, and the other parties thereto, as amended. Our substantial indebtedness could have important consequences for us, including, but not limited to, the following: • limit our ability to borrow money for our working capital, capital expenditures, debt service requirements, acquisitions, research and development, strategic initiatives or other purposes; • make it more difficult for us to satisfy our obligations, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants, financial covenants and borrowing conditions, could result in an event of default under the agreements governing our indebtedness; • require us to dedicate a substantial portion of our cash flow from operations to the payment of interest and the repayment of our indebtedness, thereby reducing funds available to us for other purposes; • limit our flexibility in planning for, or reacting to, changes in our operations or business and the industry in which we operate; • place us at a competitive disadvantage compared to our competitors that are less leveraged and that, therefore, may be able to take advantage of opportunities that our leverage prevents us from exploring; • increase our vulnerability to general adverse economic industry and competitive conditions; • restrict us from making strategic acquisitions, engaging in development activities, introducing new technologies, or exploiting business opportunities; • potentially limit the amount of net interest expense that we and our subsidiaries can use in the future as a deduction against taxable income under applicable tax laws; • cause us to make non- strategic divestitures; • limit, along with the financial and other restrictive covenants in the agreements governing our indebtedness, among other things, our ability to borrow additional funds, make investments or dispose of assets; • limit our ability to repurchase shares and pay cash dividends; and • expose us to the risk of increased interest rates. In addition, our Credit Agreement contains a financial covenant applicable to the Revolving Credit Facility thereunder, and our Credit Agreement and the Indenture each contain restrictive covenants that limit our ability to engage in activities that may be in our long- term best interest, including our ability to, among other things: • incur additional debt under certain circumstances; • create or incur certain liens or permit them to exist; • enter into certain sale and lease- back transactions; • make certain investments and acquisitions; • consolidate, merge or otherwise transfer, sell or dispose of our assets; • pay dividends, repurchase stock and make other certain restricted payments; or • enter into certain types of transactions with affiliates. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of substantially all of our indebtedness. In the event of such default, the lenders under our Credit Agreement could elect to terminate their commitments thereunder and cease making further loans, and both the lenders under our Credit Agreement and the trustee under the Notes could institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. We may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in the Credit Agreement and the Indenture. If new indebtedness is added to our current debt levels, the related risks described above could intensify. Additionally, the Term Loan matures in March 2028, the Revolving Credit Facility matures in March 2026 and the Notes mature in March 2029. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our Credit Agreement or from new indebtedness in an amount sufficient to enable us to pay or refinance our indebtedness or to fund our other liquidity needs. **We** **For example, in connection with the acquisition of SuperPlay, Ltd., the Company agreed to make future earnout payments of up to \$ 1.250 billion, in the aggregate, based on the achievement of certain gross revenue growth and Adjusted EBITDA targets during the calendar years 2025, 2026 and 2027, in each case, payable following the end of the applicable measurement period. Depending on the level of earnout achievement, if the earnout payments dramatically exceed our estimates of such payments, it is possible that the Company's cash flows and available cash will be insufficient to fund these obligations, particularly if we are unable to refinance the Revolving Credit Facility before it matures in March 2026. Accordingly, we** expect that we will need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness at comparable interest rates, on commercially reasonable terms or at all. If such refinancing indebtedness is not available at interest rates comparable to our existing indebtedness our interest expense could materially increase, which would have a negative impact on our results of operations. If we cannot timely refinance our indebtedness, we may have to take actions such as issuing additional equity and reducing, delaying or foregoing capital expenditures, strategic acquisitions and investments. We cannot assure you that any such actions, if necessary, could be implemented on commercially reasonable terms or at all. Our ability to successfully attract in- game advertisers depends on our ability to design an attractive advertising model that retains players. While the vast majority of our revenues are generated by in- game purchases, a portion of our revenues are generated from the sale of in- game advertisements. For example, **for in each of the years ended December 31, 2024 and 2023 and 2022**, we derived 1.6% **and 2.1%** of our revenues from in- game advertising, **respectively**. If we are unable to attract and maintain a sufficient player base or otherwise fail to offer attractive in- game advertising models, advertisers may not be interested in purchasing such advertisements in our games, which could adversely affect our revenues from in- game advertising. Alternatively, if our advertising inventory is unavailable and the demand exceeds the supply, this limits our ability to generate further revenues from in- game advertising, particularly during peak hours and in key geographies. Further, a full inventory may divert advertisers from seeking to obtain advertising inventory from us in the future, and thus deprive us of potential future in- game advertising revenues. This could have a material adverse effect on our reputation and our business, financial condition and results of operations. In addition, if we include in- game advertising in our games that players view as excessive, such advertising may materially detract from players' gaming experiences, thereby creating player dissatisfaction, which may cause us to lose players and revenues, and negatively affect the in- game experience for players making purchases of virtual items in our games. **Yuzhu Shi controls us through his indirect..... to you or other stockholders.** Changes to digital platforms' rules,

including those relating to “ loot boxes, ” or the potential adoption of regulations or legislation impacting loot boxes, could require us to make changes to some of our games’ economies or design, which could negatively impact the monetization of these games reducing our revenues. ~~In December 2017, Apple updated its terms of service to require publishers of applications that include “ loot boxes ” to disclose the odds of receiving each type of item within each loot box to customers prior to purchase - Google similarly updated its terms of service in May 2019.~~ Loot boxes are a commonly used monetization technique in free- to- play mobile games in which a player can acquire a virtual loot box, but the player does not know which virtual item (s) he or she will receive (which may be a common, rare or extremely rare item, and may be a duplicate of an item the player already has in his or her inventory) until the loot box is opened. The player will always receive one or more virtual items when he or she opens the loot box. Each of Apple, Google and Facebook are defendants in class action lawsuits alleging, among other things, that social casino games offered through their respective platforms constitute illegal gambling and in addition to seeking monetary damages, the plaintiffs are also seeking that the platforms remove access to the social casino games. **These litigations are still ongoing.** In the event that Apple, Google, Facebook or any of our other platform providers changes its developer terms of service to include more onerous requirements or if any of our platform providers were to prohibit the use of loot boxes in games distributed on its digital platform, we would be required to redesign the economies of the affected games in order to continue distribution on the impacted platforms, which would likely cause a decline in the revenues generated from these games and require us to incur additional costs. In addition, there are numerous ongoing academic, political and regulatory discussions in the United States, Europe, Australia and other jurisdictions regarding whether certain game mechanics, such as loot boxes, should be subject to a higher level or different type of regulation than other game genres or mechanics to protect consumers, in particular minors and persons susceptible to addiction, and, if so, what such regulation should include. Additionally, loot box game mechanics ~~have been~~ **continue to be** the subject of increased **focus since** public discussion — for example, the Federal Trade Commission, or FTC, released a staff perspective ~~in August 2020~~ highlighting issues raised at ~~an August 2019~~ public workshop on loot boxes, which encouraged the industry to continue efforts to provide clear and meaningful information to consumers about in- game loot box and related microtransactions. **The** ~~While there have not been any major updates or official actions from the FTC since 2020, the~~ FTC continues to monitor developments surrounding loot boxes and may take ~~appropriate~~ steps to prevent **what it views as** unfair or deceptive practices. **For example, the FTC recently announced a major enforcement action against a game developer for the sale of loot boxes to children and teens without verifiable parental consent. The complaint was settled with the developer having to, among other things, agree to enter into a ten- year compliance monitoring program and pay a fine of \$ 20 million. Previously, the** United Kingdom’ s Department for Digital, Culture, Media and Sport launched a call for evidence ~~in September 2020~~ into the impact of loot boxes on in- game spending and gambling- like behavior in connection with the UK government’ s review of the 2005 Gambling Act (the principal gambling regulation in the United Kingdom), and politicians have cited loot boxes as an example of recent technology innovation where government regulation is needed. **Subsequently** ~~In July 2022,~~ the UK government issued a conclusion to the call for evidence and while it did not call for paid loot boxes to be deemed gambling, it called for companies within the industry to engage in self- regulation, including taking actions to protect children and their ability to access and purchase loot boxes. As a result, ~~in July 2023,~~ the trade body, UK Interactive Entertainment, published industry **guidance guiding principles** on loot boxes which ~~is~~ **were** designed to address the concerns raised by the government. ~~The guidance provides for a twelve- month implementation period~~ **Similar activity relating to loot boxes has also occurred elsewhere in the EU. For instance** ~~In October 2020,~~ a Netherlands district administrative court upheld an administrative order by the Dutch **courts initially ruled FIFA** gambling authority demanding that Electronic Arts remove certain loots- ~~loot~~ boxes from one of its games because they violated Dutch gambling laws and recommended a maximum fine of 10 million euros for non- compliance with the administrative order. For the first time, ~~but the highest Dutch district administrative court overturned the ruling~~ ruled that virtual items can constitute a prize for purposes of gambling legislation. However, ~~in March 2022,~~ the highest administrative court in the Netherlands decided a final appeal in Electronic Arts’ favor and determined that the loot boxes in its FIFA games do not contravene Dutch gambling law. **Since** ~~In June 2023,~~ the Dutch Minister of Economic Affairs **has pushed for an EU- wide** sent a letter to Parliament, outlining her Consumer Agenda, which included a ban on loot boxes ~~in the EU and in the Netherlands and the amendment of legislation to characterize loot boxes as an unfair commercial practice. However,~~ **reaffirming in 2024** details regarding the implementation and timeline for this- ~~his ban remain unclear~~ **intent to include it in the Digital Fairness Act. The Digital Fairness Act will focus on strengthening consumer protections including in regard to the use of dark patterns with the first set of proposals under the Act expected to be released by end of 2025 or early 2026.** In February 2023, an Austrian court ruled that loot boxes in FIFA Ultimate Team packs ~~constitute illegal gambling due to the existence of a secondary market for these virtual items. The court deemed this secondary market activity as giving the loot boxes a financial value, in combination with these randomized reward mechanisms, fulfilling a key criterion for gambling under the Austrian law. It is possible that other courts or regulatory agencies could adopt similarly broad definitions of prize -~~ ~~Additionally,~~ ~~after being restricted~~ **as has been the case** in Belgium and the Netherlands, the UK Government concluded its loot boxes consultation and decided on an industry self- regulation approach to loot boxes, publishing its guiding principles in July 2023. See “ Business — Government Regulation. ” In Australia, the Guidelines for the Classification of Computer Games 2023 ~~which are set to go into effect late 2024 would~~ limit games containing ‘ simulated gambling’ features to adults 18 and over, and require games that do not contain simulated gambling, but which contain loot boxes, to be rated M (Mature), meaning they ~~would~~ **are** only be suitable for players aged 15 and over. For legislation regarding protection of ~~particular~~ minors, ~~See~~ **see** “ Risk Factors — Risks Related to Our Information Technology and Data Security. ” Data privacy and security laws and regulations in the jurisdictions in which we do business **continue to increase the cost of our operations and** could ~~increase the cost of our operations and~~ subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our platform and service providers’ actual or

perceived failure to comply with these laws and regulations could also harm our business.²²In some of our games, certain mechanics may be deemed to be loot boxes. **Various jurisdictions have established regulations regarding these mechanics. For instance, the UK Principles, and South Korea's Game Industry Promotion Act, mandate that we disclose the odds and the presence of loot boxes in our games.** New regulations by the FTC, U. S. states or other international jurisdictions, which may vary significantly across jurisdictions and which we may be required to comply with, could require that these game mechanics be modified or removed from games, increase the costs of operating our games due to disclosure or other regulatory requirements, impact player engagement and monetization, or otherwise harm our business performance. It is difficult to predict how existing or new laws may be applied to these or similar game mechanics. If we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to modify our games, which would harm our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business, financial condition or results of operations. Legal or regulatory restrictions could adversely impact our business and limit the growth of our operations. There is significant opposition in some jurisdictions to social gaming, including social casino games. **The** ~~In September 2018, the~~ World Health Organization ~~added~~ **includes** " gaming disorder " ~~to the~~ **as an** International Classification of Diseases, defining the disorder as a pattern of behavior characterized by impaired control over gaming and an increase in the priority of gaming over other interests and daily activities. ~~Additionally, the public has become increasingly concerned with the amount of time spent using phones, tablets and computers per day, and these concerns have increased as people spend more time at home and on their devices over the course of the stay-at-home orders caused by the COVID-19 pandemic.~~ Some states or countries have anti- gaming groups that specifically target social casino games. Such opposition could lead these jurisdictions to adopt legislation or impose a regulatory framework to govern interactive social gaming or social casino games specifically. These could result in a prohibition on interactive social gaming or social casino games altogether, restrict our ability to advertise our games, or substantially increase our costs to comply with these regulations, all of which could have an adverse effect on our results of operations, cash flows and financial condition. We cannot predict the likelihood, timing, scope or terms of any such legislation or regulation or the extent to which they may affect our business. The U. S. Court of Appeals for the Ninth Circuit decided that a social casino game produced by one of our competitors should be considered illegal gambling under Washington state law. Similar lawsuits and arbitration proceedings have been filed against other defendants, including us. For example, in April 2018, a putative class action lawsuit was filed in federal district court alleging substantially the same causes of action against our social casino games. In August 2020, we entered into a settlement agreement to settle this matter, which was approved by the court in February 2021. **High Five Games, a social casino game company that was also sued in federal district court for substantially the same causes of action, opted to continue litigation rather than settle following the Ninth Circuit's ruling. After several years of legal proceedings, in September 2024, a court ruled that two of High Five Games' slot-themed games constituted illegal gambling under Washington law. As a result, the company was ordered to pay \$ 24. 9 million in February 2025. In January 2025, the Washington State Gambling Commission (WSGC) issued a public memo referencing both the Ninth Circuit ruling and the High Five Games case. The memo warned that games of chance involving virtual currency are likely to be classified as illegal gambling under Washington law. It also encouraged companies offering virtual casino-style games to Washington residents to review their games and ensure compliance with state gambling regulations.** In addition, on May 17, 2022, ~~Guy David Ben Yosef~~ filed a motion for approval of a class action lawsuit **was filed** in district court in Tel Aviv- Jaffa Israel against Playtika Group Israel Ltd. ("PGI ") **alleging**, ~~on behalf of all of PGI's customers who made game token purchases in Israel as part of games marketed by PGI during the seven years preceding the filing of the motion and for all subsequent customers of such games who purchase tokens until the resolution of the claim. The motion alleges that certain of the Company's slot, poker and solitaire- themed games, including Slotomania, Caesars Slots, Solitaire Grand Harvest, House of Fun and Poker Heat, constitute illegal gambling and are prohibited under Israeli law and are misleading under Israeli consumer protection laws, seeking and alleges unjust enrichment. The motion asserts damages of NIS 50 million. In the United States, two lawsuits were filed against us in 2023 in Alabama and Tennessee and one lawsuit was filed against us in 2024 in Kentucky, all~~ alleging that our social casino- themed games constitute illegal gambling under applicable state laws and seeking to recover amounts paid by the residents of the applicable state in connection with such games. In addition, we received seven demands for arbitration in late 2022 and early 2023 **and two demands for mass arbitration in 2024, all** **alleging**, **among other things**, that our games constitute illegal gambling under applicable state law. See " — Legal proceedings may materially adversely affect our business and our results of operations, cash flows and financial condition " and " Business — Legal Proceedings. " In ~~September~~ 2018, sixteen gambling regulators signed a declaration expressing concern over the blurring of lines between gambling and video game products, including social casino gaming. The regulators committed to work together to analyze the characteristics of video games and social gaming, and to engage in an informed dialogue with the video game and social gaming industries to ensure the appropriate and efficient implementation of applicable laws and regulations. The regulators also indicated they would work closely with their consumer protection enforcement agencies. In ~~May~~ 2019, the regulators presented their conclusions and encouraged national consumer protection authorities to continue to be involved in the debate over the blurring of lines between gambling and video game products, while recognizing that ultimately whether these activities trigger the implementation of gambling regulation would depend on each nation's gambling definition. Many other similar cases have been filed in the United States related to allegations regarding legality of loot boxes and purported gambling within video games products. For example, since 2020, there have been many cases filed against social casino game developers, ~~and or~~ our third- party platform providers, alleging that social casino games violate various state's gambling laws, including cases in California, Washington, Mississippi, Alabama, Connecticut, Georgia, New York, **Tennessee, Kentucky,** Ohio and New

Mexico. More recently, in August 2024, a class action complaint was filed in the State of Washington against Dream Games, the developer of the mobile game “ Royal Match ”, alleging that its game violates Washington State gambling laws and consumer protection laws. Generally, in the past, illegal gambling lawsuits in the games industry have focused on certain genres such as slots, poker, bingo, and card games. The inclusion of a “ Match 3 ” puzzle game such as “ Royal Match ” in these legal actions represents an expansion of these types of cases and, if this expansion continues, could materially adversely impact our casual games and our results of operations. We cannot predict the likelihood, timing, scope or terms of any actions taken by any regulatory body, nor can we predict the outcome of any litigation arising, as a result of the declaration, the gambling regulators’ resulting conclusions or any future declarations such action. Consumer protection concerns regarding games such as ours have been raised in the past and may again be raised in the future. These concerns include: (i) whether social casino games may be shown to serve as a gateway for adolescents to real money gambling; (ii) methods to limit the ability of children to make in- game purchases, and (iii) a concern that mobile game companies are using big data and advanced technology to predict and target “ vulnerable ” users who may spend significant time and money on mobile games in lieu of other activities. This has resulted in governmental action against another gaming company. In December 2022, Epic Games and the U. S. Federal Trade Commission, or the FTC, announced a settlement, in which Epic Games agreed to pay a \$ 245 million to the FTC relating to in- game purchases in Epic Game’ s popular Fortnite game. Such concerns could lead to increased scrutiny over the manner in which our games are designed, developed, distributed and presented. We cannot predict the likelihood, timing or scope of any of these concern concerns reaching a level that will impact our business, or whether we would suffer any adverse impacts to our results of operations, cash flows and financial condition. Additionally, new laws and regulations, or new interpretations or applications of existing laws and regulations in a manner inconsistent with our practices, have restricted, and may continue to restrict, our games, limit our ability to pursue certain business models, require us to incur substantial costs, expose us to civil or criminal liability, or cause us to change our business practices. These laws and regulations are evolving and involve matters relating to our business, including, among others, online safety regulations such as the EU Digital Services Act, requiring a yearly transparency report, the UK Online Safety Act, requiring all in scope services to complete, at least once a year, a number of risk assessments, and the Australia Online Safety Act, competition laws such as the EU Digital Markets Act, consumer protection laws such as Australia’ s Guidelines for the Classification of Computer Games 2023, the EU’ s New Deal for Consumers, EU’ s Digital Fairness Act, advertising laws such as the UK’ s CAP Code and whistleblowing laws, such as the EU Whistleblower Directive, and artificial intelligence regulations such as the EU Artificial Intelligence Act and the U. S. Executive Order on the Safe, Secure, and Trustworthy Development and Use of Artificial Intelligence, which could result in monetary penalties and create a range of new compliance obligations. Legal and regulatory restrictions on the use of incentivized marketing may negatively impact our business or results of operations. Within the mobile games industry there has been an increase in recent years in the use of a user acquisition channel called incentivized marketing. Incentivized marketing offers generally involve third- party marketing companies promoting mobile games and offering an incentive to the players, such as gift cards or real money or in- app currency, for certain actions, such as downloading a game, completing consumer surveys or reaching certain milestones in a game. We have recently increased the use of incentivized marketing and, in 2024, this channel accounted for over fifty percent of the user acquisition activity within certain of our games. Incentivized marketing is also used heavily by our recently acquired subsidiary, SuperPlay Ltd. While we believe our use of incentivized marketing to be a legally permissible promotional activity, if the use of incentivized marketing were deemed to affect the legality of our games, we may be required to restructure our marketing activities in a manner that could impair our revenues or reduce the effectiveness of our marketing expenses. We may also be subject to enforcement actions by federal or state regulators, as well as private litigation, which could materially affect our business and results of operations. Legal proceedings may materially adversely affect our business and our results of operations, cash flows and financial condition. We have been party to, are currently party to, and in the future may become subject to additional legal proceedings in the operation of our business, including, but not limited to, with respect to consumer protection, gambling- related matters, securities laws matters, employee matters, alleged service and system malfunctions, alleged intellectual property infringement and claims relating to our contracts, licenses and strategic investments. See “ Business — Legal Proceedings. ” Any securities class action litigation could subject us to substantial costs, divert resources and the attention of management from our business and harm our business, results of operations, financial condition and reputation. These factors may materially and adversely affect the market price of our common stock. Furthermore, our games may be implicated in lawsuits where we are not the named defendants. For example, in October 2020 and January 2021 plaintiffs in several U. S. states have previously sued Apple and / or Google alleging that the platforms violated state gambling laws by allowing the plaintiffs to download and play social casino games, including certain of our social casino games. The issue continues to be litigated and these these lawsuits, or similar suits in the future, could cause Google, Apple, or other third- party platform providers to deny our social casino games access to their platforms or the platforms could seek to pass on liability, including defense costs, for these suits to us under the indemnity provisions in our agreements with such platforms, which could have a material adverse effect on our results of operations, cash flows, or financial condition. Additional legal proceedings targeting our games and claiming violations of state, federal or foreign laws could occur, based on the unique and particular laws of each jurisdiction, particularly as litigation claims and regulations continue to evolve. We cannot predict the outcome of any legal proceedings to which we may be a party, any of which could have a material adverse effect on our results of operations, cash flows or financial condition. We rely on a limited number of geographies for a significant portion of our revenues. Although we have players across the globe, we derive a significant portion of our revenues from a limited number of countries and are dependent on access to those markets. For example, for the year ended December 31, 2023-2024, 69-66. 2-7% of our revenues were derived from users located in the United States and 95-94. 2-5% from users located in the United States, Canada, Europe and Australia. Our ability to retain paying players depends on our success in these

geographies, and if we were to lose access to these markets or experience a decline in players in these geographies for any reason, it would have a material adverse effect on our business, financial condition and results of operations. ~~The COVID-19 pandemic and similar health epidemics, contagious disease outbreaks and public perception thereof, could significantly disrupt our operations and adversely affect our business, results of operations, cash flows or financial condition. The COVID-19 pandemic, epidemics, medical emergencies and other public health crises outside of our control could have a negative impact on our business. Large-scale medical emergencies can take many forms and can cause widespread illness and death. For example, in December 2019, a strain of coronavirus surfaced in Wuhan, China, and although there are multiple vaccines approved in various jurisdictions, cases continue to exist across the globe, regardless of vaccine availability and rates of vaccination, including as a result of new variants. Public health crises such as the COVID-19 pandemic could affect the health of our employees, or otherwise impact the productivity of our employees, third-party organizations with which we partner, or regulatory agencies we rely on, which may prevent us from delivering content in a timely manner or otherwise executing our business strategies. These types of health crises could also affect the health of our consumers, which may affect sales of our virtual items in our games or result in lower-than-expected attendance at, or the cancellation of, events hosted by us (as has already occurred for a number of scheduled events). These events could adversely impact our cash flows, results of operations and financial conditions and heighten many of the other risks described in these “Risk Factors.”~~ If general economic conditions decline, demand for our games could decline. In addition, our business is vulnerable to changing economic conditions and to other factors that adversely affect the gaming industry, which could negatively impact our business. In-game purchases involve discretionary spending on the part of consumers. Consumers are generally more willing to make discretionary purchases, including purchases of games and services like ours, during periods in which favorable economic conditions prevail. As a result, our games may be sensitive to general economic conditions and economic cycles. A reduction or shift in domestic or international consumer spending could result in an increase in our marketing and promotional expenses, in an effort to offset that reduction, and could negatively impact our business. Discretionary spending on entertainment activities could further decline for reasons beyond our control, such as natural disasters, acts of war, pandemics, terrorism, transportation disruptions, climate change or the results of adverse weather conditions. Additionally, disposable income available for discretionary spending may be reduced by unemployment, higher housing, energy, interest, or other costs, or where the actual or perceived wealth of customers has decreased because of circumstances such as lower residential real estate values, increased foreclosure rates, inflation, increased tax rates, or other economic disruptions. Moreover, ~~in~~ **during** periods of increased inflation, such as the one that began in **mid-** the second half of calendar year 2021, **rising** inflationary pressures have caused, and are expected to continue to cause, significant increases in the costs **for essentials like** of other products and services which are required by consumers, such as gasoline, home heating and cooling fuels, housing and **rental costs, or groceries, are** which in turn is likely to reduce household spending on the types of discretionary entertainment we offer, and may limit our ability to forecast future demand for our games. Any prolonged or significant decrease in consumer spending on entertainment activities could result in reduced play levels ~~in and~~ decreased spending on our games, and could adversely impact our results of operations, cash flows and financial condition. The Company’s total revenues declined by ~~10.97%~~ **9.7%** during ~~2023-2024~~ **2024**, with revenues from our social casino games portfolio, ~~in particular,~~ declining by ~~8.5%~~ **6%**. **In particular, total revenues from Slotomania declined by 9.5% during 2024 which we believe to have underperformed other top social casino games over the same period.** If the **larger** mobile games industry or **other** subsets of that industry in which we operate, such as social casino games, decline ~~or continue to decline~~ and our revenues **decline or continue to** decline faster than the industry, it could have a material adverse effect on our business, financial condition and results of operations. Our systems and operations are vulnerable to damage or interruption from natural disasters, power losses, telecommunications failures, cyber-attacks, terrorist attacks, acts of war, human errors, break-ins and similar events. We have in the past and may continue to experience disruption as a result of catastrophic events. For example, we previously maintained ~~an office~~ **offices** in Crimea, but were forced to close and relocate our personnel **in Crimea** as a result of Crimea’s annexation by Russia in 2014. **In addition, we previously maintained a development center in Belarus but decided to close and relocate our personnel in Belarus due to the challenging operating environment caused by sanctions and export controls that resulted from the Russian invasion of Ukraine in 2022.** Additionally, our primary offices are located in Israel and we have ~~a large offices-~~ **office** in Belarus and Ukraine, and are therefore subject to a heightened risk of military and political instability. For more information on risks related to our operations in Israel, see “ — We have offices and other significant operations located in Israel, and, therefore, our results may be adversely affected by political, economic and military instability in Israel, including the ongoing ~~War~~ **war** in Israel.” For more information on risks related to our operations in ~~Belarus~~ **Ukraine**, see “ — Our operations may be adversely affected by ongoing developments in Belarus, Ukraine, **Georgia** or Romania.” In the occurrence of a catastrophic event, including a global pandemic like the COVID-19 pandemic or the consequences of climate change, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in application development, lengthy interruptions in our services, breaches of data security and loss of critical data, such as player, customer and billing data as well as intellectual property rights, software versions or other relevant data regarding operations, and there can be no assurances that our insurance policies will be sufficient to compensate us for any resulting losses, which could have a material adverse effect on our business, financial condition and results of operations. We ~~may not be able to maintain adequate insurance, and our insurance may not provide adequate levels of coverage against claims.~~ We believe that we maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis. In addition, we may not be able to obtain or renew certain insurance policies either on commercially reasonable terms or at all. Such losses, or inability to maintain insurance, could adversely affect our business prospects, results of operations, cash flows and financial condition. We primarily rely on skilled employees with creative and

technical backgrounds. The loss of one or more of our key employees, or our failure to attract and retain other highly qualified employees in the future, or any labor disputes, could significantly harm our business. We primarily rely on our highly skilled, technically trained and creative employees to develop new technologies and create innovative **content for our** games. Such employees, particularly game designers, engineers and project managers with desirable skill sets are in high demand, and we devote significant resources to identifying, hiring, training, successfully integrating and retaining these employees. We have historically hired a number of key personnel through acquisitions, and as competition with several other game companies increases, we may incur significant expenses in continuing this practice. The loss of employees or the inability to hire additional skilled employees as necessary could result in significant disruptions to our business, and the integration of replacement personnel could be time- consuming and expensive and cause additional disruptions to our business. In addition, the Company ² ~~s~~ **has experienced several rounds of layoffs in the recent layoffs past which could negatively** affect its reputation and its ability to recruit new employees in the future. **Any future layoffs could similarly harm the Company's reputation and hinder its recruitment efforts.** We are highly dependent on the continued services and performance of our key personnel, including, in particular Robert Antokol, our co- founder, Chief Executive Officer and Chairperson of our board of directors, and our other executive officers and senior management team. In particular, Mr. Antokol oversees our company and provides leadership for our growth and business strategy. Moreover, our success is highly dependent on the abilities of Mr. Antokol's decision making process with regards to the day- to- day and ongoing needs of our business, as well as his understanding of our company as the co- founder of Playtika. Although we have entered into an employment agreement with Mr. Antokol, the agreement has no specific duration and he can terminate his employment at any time, subject to certain agreed notice periods and post- termination restrictive covenants. We do not maintain key- man insurance for Mr. Antokol or any other executive officer or member of our senior management team. In **May addition, Mr. Antokol and certain other executive officers and members of senior management are participants in the Playtika Holding Corp. Retention Plan (the "2021-2024 , Retention Plan")** which has ~~as~~ **in the past part provided a significant portion of a restructuring their overall compensation.** The 2021- 2024 Retention Plan is set to expire at the end of 2024 and, if the Company does not replace the 2021- 2024 Retention Plan with some other form of long- term incentive or retention program, it may adversely impact the Company's ability to retain key personnel including Mr. **management structure, we eliminated the chief revenue officer and chief operating officer positions and replaced our chief technology officer . Antokol** Although these changes were made to improve the Company's performance, it is possible that the change to the makeup of the management team and the loss of three individuals with long tenures at the Company could have a material adverse effect on our business, financial condition and results of operations. In addition, our games are created, developed, enhanced and supported in our in- house game studios. The loss of key game studio personnel, including members of management as well as key engineering, game development, artists, product, marketing and sales personnel, could disrupt our current games, delay new game development or game enhancements, and decrease player retention, which ~~would~~ **could have an a material** adverse effect on our business, **financial condition and results of operation. Additionally, a significant portion of our key roles are based in Israel. The mobile games industry in Israel is relatively small, leading to high competition for skilled professionals**. We cannot guarantee we **can consistently** ~~will continue to~~ attract the **necessary** personnel we need to maintain our competitive position. In particular, we expect to face significant competition from other companies in hiring such personnel ~~as well as,~~ **which may force us to seek and recruiting --- recruit** well- qualified staff in multiple international jurisdictions. Furthermore, our competitors may lure away our existing personnel by offering them employment terms that our personnel view as more favorable. As we mature, the incentives to attract, retain and motivate our staff provided by our equity awards or by future arrangements, such as through cash bonuses, may not be as effective as in the past. In addition, disputes with employees or works council or other campaigns involving our employees could adversely affect our business. If we do not succeed in attracting, hiring and integrating excellent personnel, or retaining and motivating existing personnel, we may be unable to grow effectively. We track certain performance metrics with internal and third- party tools and do not independently verify such metrics. Certain of our performance metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and adversely affect our business. We track certain performance metrics, including the number of active and paying players of our games using a combination of internal and third- party analytics tools, including such tools provided by Apple, Facebook and Google. Our performance metrics tools have a number of limitations (including limitations placed on third- party tools, which are subject to change unilaterally by the relevant third parties) and our methodologies for tracking these metrics or access to these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we report. If the internal or external tools we use to track these metrics undercount or over- count performance or contain technical errors, the data we report may not be accurate, and we may not be able to detect such inaccuracies, particularly with respect to third- party analytics tools. In addition, limitations or errors with respect to how we measure data (or how third parties present that data to us) may affect our understanding of certain details of our business, which could affect our long- term strategies. We also may not have access to comparable quality data for games we acquire with respect to periods before integration, which may impact our ability to rely on such data. Furthermore, such limitations or errors could cause players, analysts or business partners to view our performance metrics as unreliable or inaccurate. If our performance metrics are not accurate representations of our business, player base or traffic levels, if we discover material inaccuracies in our metrics or if the metrics we rely on to track our performance do not provide an accurate measurement of our business or otherwise change, our reputation may be harmed and our business, prospects, financial condition and results of operations could be materially and adversely affected. Our business depends on our ability to collect and use data to deliver relevant content and advertisements, and any limitation on the collection and use of this data could cause us to lose revenues. When our players use our games, we may collect both personally identifiable and non- personally identifiable data about the player. Often, we use some of this data to provide a better experience for the player by delivering relevant content and advertisements. Our players may decide not to allow us to collect some or all of

this data or may limit our use of this data. Any limitation on our ability to collect data about players and game interactions would likely make it more difficult for us to deliver targeted content and advertisements to our players as well as the overall gaming experience. Interruptions, failures or defects in our data collection, analysis and storage systems, as well as privacy concerns and regulatory restrictions regarding the collection of data, could also limit our ability to aggregate and analyze player data. If that happens, we may not be able to successfully adapt to player preferences to improve and enhance our games, retain existing players and maintain the popularity of our games, which could cause our business, financial condition, or results of operations to suffer. Additionally, Internet- connected devices and operating systems controlled by third parties increasingly contain features that allow device users to disable functionality that allows for the delivery of advertising on their devices, including through Apple's Identifier for Advertising, or IDFA, or Google's Advertising ID, or GAID, for Android devices. Device and browser manufacturers may include or expand these features as part of their standard device specifications. For example, when Apple announced that UDID, a standard device identifier used in some applications, was being superseded and would no longer be supported, application developers were required to update their apps to utilize alternative device identifiers such as universally unique identifier, or, more recently, IDFA, which simplifies the process for Apple users to opt out of behavioral targeting. If players elect to utilize the opt- out mechanisms in greater numbers, our ability to deliver effective advertisements would suffer, which could adversely affect our revenues from in- game advertising. We compete with other forms of leisure activities, and a failure to successfully compete with such activities could have a material adverse effect on our business, financial condition and results of operations. We face competition for leisure time, attention and discretionary spending of our players. Other forms of entertainment, such as offline, traditional online, personal computer and console games, television, movies, sports and the internet, together represent much larger or more well- established markets and may be perceived by our players to offer greater variety, affordability, interactivity and enjoyment. Consumer tastes and preferences for leisure time activities are also subject to sudden or unpredictable change on account of new innovations, developments or product launches. If consumers do not find our games to be compelling or if other existing or new leisure time activities are perceived by our players to offer greater variety, affordability, interactivity and overall enjoyment, our business could be materially and adversely affected. Our revenue growth rate and financial performance in prior periods may not be indicative of future performance, and our revenue growth rates may decline or our revenue may decline in the future compared to prior periods. Although our revenue was down to \$ 2, 567. 0 million in 2023, we experienced strong growth in prior years, our growth rate moderated in 2022 and our revenue growth has experienced declines in prior periods recent years, with total revenue revenues down 1 of \$ 2, 615. 5 million 9 % year- over- year in 2023 and down \$ 2, 583. 0 . 7 % million, for the years year ended December 31, over- year in 2022 2024 and 2021. As we continue to operate and work to grow our business, our revenue growth rates may decline or our revenue may decline compared to prior fiscal years due to a number of reasons, which may include more challenging comparisons to prior periods, a decrease in the growth of our overall market or market saturation, slowing demand for our games, our inability to continue to acquire games or game studios, and our inability to capitalize on growth opportunities. In addition, our growth rates may experience increased volatility due to global societal and economic disruption, such as those related to global conflicts or public health crises such as the COVID- 19 pandemic and related government responses thereto. Our business may suffer if we do not successfully manage our future growth. We intend to continue to expand the scope of the games we provide. Any future growth, particularly to the extent that we experience rapid growth, will likely place significant demands on our management and operations. Our success in managing our growth will depend, to a significant degree, on the ability of our executive officers and other members of senior management to operate effectively, and on our ability to improve and develop our financial and management information systems, controls and procedures. Further, we have grown our business in part by acquiring and integrating complementary businesses and our continued growth will depend to some degree on our continuing ability to find additional commercially viable strategic acquisitions or expanding our internal development. If we fail to maintain an effective system of internal controls, we might not be able to report our financial results accurately or prevent fraud; in that case, our stockholders could lose confidence in our financial reporting, which could negatively impact the price of our stock. We are subject to the periodic reporting requirements of the Exchange Act. Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. We believe that any disclosure controls and procedures, no matter how well- conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision- making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected. In addition, Section 404 of the Sarbanes- Oxley Act of 2002 requires us to evaluate the report on our internal control over financial reporting. Section 404 of the Sarbanes- Oxley Act of 2002 also requires our independent registered public accounting firm to attest to our evaluation. The process of implementing our internal controls and complying with Section 404 is and will be expensive and time- consuming and will require significant attention of management. We cannot be certain that these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Even if we conclude, and our independent registered public accounting firm concurs, that our internal control over financial reporting provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our results of operations or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm discover a material weakness in our internal control, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in our financial statements and harm our stock price. In addition, a delay in compliance with Section 404

could subject us to a variety of administrative sanctions, including ineligibility for short form resale registration, action by the SEC, the suspension or delisting of our common stock from and the inability of registered broker-dealers to make a market in our common stock, which would further reduce our stock price and could harm our business. We may require additional capital to meet our financial obligations and support business growth, and this capital may not be available on acceptable terms or at all. Based on our current plans and market conditions, we believe that cash flows generated from our operations, **together with the proceeds from cash on our balance sheet January 2021 initial public offering, the issuance and the sale of our Notes, and** borrowing capacity under our Revolving Credit Facility, will be sufficient to satisfy our anticipated cash requirements in the ordinary course of business for the foreseeable future. **It is important to note, However however, that our Revolving Credit Facility expires in March 2026 and, if we are unable to refinance or extend our Revolving Credit Facility, it is possible that we will not have adequate cash to make the earnout payments from the acquisition of SuperPlay Ltd., particularly if the earnout payments dramatically exceed our estimates of the earnout payments. We also** intend to continue to make significant investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new games and features or enhance our existing games, improve our operating infrastructure or acquire complementary businesses, personnel and technologies, or if we decide to return free cash flow to shareholders as we did, for example, through the \$ 600 million self-tender in the fall of 2022 ~~or~~, through the payment of dividends **or through the repurchase of our stock**. Accordingly, we may need to engage in equity or debt financings in addition to our Revolving Credit Facility to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing we secure in the future could include restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be harmed. ~~Our~~ **We may not be able to maintain adequate insurance, and our** insurance may not provide adequate levels of coverage against claims. We believe that we maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis. **In June 2024, our general liability carrier declined to renew our policy due to cited industry concerns. Although we were able to obtain replacement coverage on comparable terms, it is possible that additional insurance carriers would decide not to insure mobile games companies or significantly increase the costs for insurance to companies in our business** Such losses could adversely affect our business prospects, results of operations, cash flows and financial condition. Changes in tax laws, tax rates or tax rulings, or the examination of our tax positions, could materially affect our financial condition, effective tax rate, future profitability and results of operations. Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied. Our existing corporate structure and intercompany arrangements have been implemented in a manner we believe is in compliance with current prevailing tax laws. However, the tax benefits that we take advantage of could be undermined due to changing tax laws, both in the United States and in other applicable jurisdictions, including Israel. In addition, the taxing authorities in the United States and other jurisdictions where we do business regularly examine income and other tax returns and we expect that they may examine our income and other tax returns. The ultimate outcome of these examinations cannot be predicted with certainty. ~~which could increase our costs and taxes.~~ We believe that our Israeli subsidiaries are eligible for certain tax benefits provided to a Preferred Technology Enterprise (PTE) under the Israeli Law for the Encouragement of Capital Investments, 1959, or the Investment Law, including, inter alia, a reduced corporate tax rate on Israeli preferred technology taxable income, as defined in the Investment Law and its regulations. In order to remain eligible for the tax benefits under the PTE Preferred Technology Enterprise regime, our Israeli subsidiaries must continue to meet certain conditions stipulated in the Investment Law and its regulations, as amended. If our Israeli subsidiaries were to fail to continue to meet such conditions, then our Israeli subsidiaries would not be eligible for such tax benefits and our Israeli taxable income would be subject to regular Israeli corporate tax rates. Additionally, if our Israeli subsidiaries increase their activities outside of Israel through acquisitions, their expanded activities might not be eligible for inclusion in future Israeli tax benefit programs **which could increase our costs and taxes**. The Company believes that it is reasonably possible that the total amount of ~~unrecognized~~ tax benefits ~~could~~ **that we are not able to recognize may** increase significantly as a result of the open examination in Israel for the tax years ended 2017 through 2021. Should those tax positions not be fully sustained under examination, an acceleration of material income taxes payable, including interest and penalties, could occur. As a result, cash required for payments of income taxes, interest and penalties could be material in the period in which such determination is made. In addition, if such tax positions are not fully sustained, it could have an impact on our ability to take advantage of certain tax benefits associated with the PTE Preferred Technology Enterprise regime in the future. **We are currently disputing warrants issued** During the fourth quarter of 2022, the Company received a tax assessment from the Israel Tax Authority for the 2017 **with respect to** tax year **2017 and assessments issued from the Israel Tax Authority with respect to tax year 2018** relating to the PTE Preferred Technology Enterprise regime. The Company completed **In addition, the Israel Tax Authority is currently examining tax years 2019 through** review of the assessment and filed a response during the first quarter of 2023 ~~2021~~ that disputes the assessment. We are also currently disputing a \$ 3. 6 million deficit notice relating to the purchase of a private aircraft we received from the Israel Airports Authority. See “ Business — Legal Proceedings. ” We are unable to predict the ultimate outcome of resolution of these disputes, and it is possible that they could have a material effect on our effective tax rate, financial condition, results of operations and cash flows in future periods. **Our effective tax rate for 2024 was 42. 2 %**

compared with 40.1 % for 2023. See “ Management’s Discussion and Analysis of Financial Condition and Results of Operations — Taxes on Income.” In general, changes in applicable U. S. federal and state and foreign tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect our tax expense. Taxing authorities in many jurisdictions in which we operate may propose changes to their tax laws and regulations in response to, among other things, evolving global tax landscapes. These potential changes could have a material impact on our effective tax rate, long- term tax planning and financial results. Transfer pricing adjustments by tax authorities, potential double taxation in multiple jurisdictions and tax treaty uncertainties could materially affect our financial condition, effective tax rate, future profitability and results of operations. The Company has gross unrecognized tax benefit liabilities and gross offsetting tax benefits in multiple jurisdictions associated with potential transfer pricing adjustments. It is possible that certain taxing authorities could examine the Company’s historical transfer pricing methodologies and propose an adjustment that would result in additional tax expense. While tax treaties exist between various countries that reduce the risk of double taxation, in the event of an examination targeting our transfer pricing methodologies, there is a risk that the negotiation between these respective countries’ taxing authorities does not align with the Company’s expectation, therefore resulting in more net tax expense than what is estimated. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve and such resolution could have a material effect on our effective tax rate, financial condition, results of operations and cash flows in future periods. Our effective tax rate for 2023 was 40.1 % compared with 23.7 % for 2022. See “ Management’s Discussion and Analysis of Financial Condition and Results of Operations — Tax liabilities that materially affect our rate for 2023 was 40.1 % compared with 23.7 % for 2022. See “ Management’s Discussion and Analysis of Financial Condition and Results of Operations — As part of our business operations, we may from time- to- time shift some of our oversight functions from other countries to Israel. For example, we gradually transferred certain oversight functions from Finland to Israel after our acquisition of the Seriously studio. This operational change may be considered a deemed transfer of assets under the Finnish tax regulations and may trigger unexpected tax liabilities. As a result, the Seriously studio assets were ultimately sold to Playtika Ltd., our subsidiary in Israel. Additionally, in February 2024 the Finnish Tax authorities have initiated a transfer pricing audit of our business. The outcome of this audit is uncertain and may result in additional tax assessments, penalties, or interest, which may have a material adverse effect on our financial condition. In general, changes in applicable U. S. federal and state and foreign results of operations. If we continue to make similar operational shifts in the future, we may face comparable risks, potentially leading to further tax liabilities that laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect adversely impact our financial condition and results of operations. Global tax reform initiatives that impose a expense. Taxing authorities in many jurisdictions in which we operate may propose changes to their tax laws and regulations in response to, among other things, evolving global tax on multinational enterprises, landscapes. These potential changes could have a material materially affect impact on our financial condition, effective tax rate, long- term tax planning , future profitability and financial results of operations Over the last several years, the Organization for Economic Cooperation and Development (“ OECD ”) has been working on a Base Erosion and Profits Shifting Project that would change various aspects of the existing framework under which our tax obligations are determined in many of the countries in which we do business. In October 2021, the OECD / G20 inclusive framework on Base Erosion and Profit Shifting (the Inclusive Framework) published a statement updating and finalizing the key components of a two- pillar plan on global tax reform which has now been agreed upon by the majority of OECD members. The Pillar One framework allows countries to reallocate a portion of residual profits earned by multinational enterprises (“ MNEs ”), with an annual global turnover exceeding € 20 billion and a profit margin over 10 %, to other market jurisdictions. The Pillar Two Global Anti- Base Erosion (“ GLOBE ”) framework generally requires MNEs with an annual global turnover exceeding € 750 million to pay a global minimum tax of 15 %. On December 15 The GLOBE framework applies through an income inclusion rule (“ IIR ”) and an undertaxed payments rule (“ UTPR ”) that work together to ensure a minimum level of tax in each jurisdiction in which a MNE operates. However, Transitional Country- by- Country Reporting (“ CBCR ”) Safe Harbor rules effective for years 2022-2024 - 2026 were additionally implemented to limit the full application of the GLOBE framework if certain CBCR Safe Harbor thresholds are met. Further, countries can enact the their own qualified domestic minimum top up tax (“ QDMTT ”) in order to limit the application of an IIR or UTPR to their domestic income. IIRs and QDMTTs are effective for the Company beginning in 2024 in some, but not all, of the jurisdictions in which the Company operates. The UTPR is expected to be effective for the Company beginning in 2025, which could subject the Company’s worldwide profits to a minimum level of tax regardless of whether the country in which the Company earned the income has adopted the GLOBE rules. The European Union (EU) Member States formally adopted and the UK have enacted legislation to implement the EU’s Pillar Two Directive. On July 11, 2023 the UK similarly implemented measures to enact the Pillar Two Directive. The EU and UK effective dates are January 1, 2024 and January 1, 2025, for the IIR and UTPR regimes, respectively, for different aspects of the directive. A significant number of other countries, including the U. S. and Israel, are expected to also implement similar legislation with varying effective dates in the future. The Company continues is continuing to evaluate the potential impact on future periods of the Pillar Two Framework, including evaluating OECD guidance related to the GLOBE rules and pending legislative adoption by additional individual countries as the impact of the framework is dependent on the extent of which jurisdictions adopt and when, and the resulting inter- jurisdictional interplay. At this time, we are unable to predict if and how these legislative changes will be enacted into law, and it is possible that they could have a material effect on our corporate tax liability and our global effective tax rate. Tax law changes on R & D expenses could have a material impact on our financial condition, results of operations and cash flows in future periods. Effective January 1, 2022, pursuant to the Tax Cuts and Jobs Act of 2017, R & D expenses are required to be capitalized and amortized for tax purposes, which has delayed the deductibility of these expenses

and increased the amount of cash taxes we paid during the years ended December 31, 2024, 2023, and 2022. We will expect to recover these expenses in subsequent years such that the increased cash outlay is temporary. In the future, among other things, Congress may consider legislation that would defer the capitalization requirement to later years or eliminate the capitalization requirement, possibly with retroactive effect, and / or the IRS may issue guidance on the currently enacted tax law which differs from our interpretation. It is possible that the enactment of new legislation and / or issuance of IRS guidance could have a material effect on our financial condition, results of operations and cash flows in future periods. Certain tax benefits..... operations and cash flows in future periods. We could be required to collect additional sales taxes or be subject to other tax liabilities on past sales. One or more U. S. states or countries may seek to impose incremental or new sales taxes, value added taxes or other tax collection obligations on us. While we generally are not responsible for taxes generated on games accessed and operated through third- party platforms, we are responsible for collecting and remitting applicable sales, value added or other similar taxes for revenue generated on games accessed and operated on our own platforms. Historically, we paid taxes on revenue generated from games accessed on our own platforms in U. S. states where we had a sufficient physical presence or “ nexus ” based on the location of our U. S. offices and servers. However, there is uncertainty as to what constitutes sufficient physical presence or nexus for a U. S. state to levy taxes, fees and surcharges for sales made over the internet. Furthermore, an increasing number of U. S. states have considered or adopted laws that attempt to impose tax collection obligations on out- of- state companies. This is also the case in respect of the European Union, where value added taxes may be imposed on non- European Union companies making digital sales to consumers within the European Union. Additionally, the Supreme Court of the United States ruled in South Dakota v. Wayfair, Inc. et al, or Wayfair, that online sellers can be required to collect sales and use tax despite not having a physical presence in the state of the customer. In response to Wayfair, or otherwise, U. S. states or local governments may adopt, or begin to enforce, laws requiring us to calculate, collect and remit taxes on sales in their jurisdictions. As a result of the above, we are continuing to work with various jurisdictions to comply with filing requirements associated with our activities that have given rise to sales, use, value added taxes and any other taxes in additional states or jurisdictions in which we historically have not registered to collect and remit taxes. A successful assertion by one or more taxing jurisdictions requiring us to collect taxes where we presently do not do so, or to collect more taxes in jurisdictions in which we currently collect some taxes, could result in substantial liabilities, including taxes on past sales, as well as interest and penalties, and could create significant administrative burdens for us or otherwise harm our business. If certain U. S. federal income tax rules under Section 7874 of the Internal Revenue Code apply to us, such rules could result in adverse U. S. federal income tax consequences. Generally, Section 7874 of the U. S. Internal Revenue Code of 1986, as amended, or the Code, will apply if (i) a foreign corporation (or pursuant to a plan or a series of related transactions, two or more foreign corporations in the aggregate) directly or indirectly acquires, within the meaning of Section 7874 of the Code, substantially all of the properties of a U. S. corporation, (ii) the former stockholders of the acquired U. S. corporation hold, by vote or value, at least 60 % of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the United States acquired corporation and (iii) the foreign corporation’ s “ expanded affiliated group ” does not have substantial business activities in the foreign corporation’ s country of tax residency relative to such expanded affiliated group’ s worldwide activities. If Section 7874 of the Code were to apply to such acquired U. S. corporation, then it would be treated as an “ expatriated entity ” for the purposes of these rules. As a consequence, Section 7874 of the Code would limit the ability of such acquired U. S. corporation and its U. S. affiliates to use U. S. federal income tax attributes (including net operating losses and certain tax credits) to offset U. S. taxable income resulting from certain transactions, as well as result in certain other potentially adverse tax consequences. We and our affiliates have engaged in certain transactions involving transfers of property and shares to foreign corporations prior to our initial public offering in January 2021, or the Pre- IPO Transactions. Depending upon various factual and legal issues concerning the Pre- IPO Transactions and our initial public offering, as well as subsequent sales of shares by our existing stockholders, Section 7874 of the Code may apply to cause us to be an “ expatriated entity ” for U. S. federal income tax purposes. If we were treated as an expatriated entity, there could be significant adverse tax consequences to us. The rules under Section 7874 of the Code are complex and subject to detailed regulations (the application of which is uncertain in various respects and would be impacted by changes in such U. S. Treasury regulations with possible retroactive effect) and factual uncertainties. Accordingly, there can be no assurance that the IRS will not assert that Section 7874 of the Code applies to us or that such assertion would not be sustained by a court. We may be limited in our ability to utilize, or may not be able to utilize, net operating loss carryforwards to reduce our future tax liability. We As of December 31, 2024, we have net operating loss carryforwards in certain jurisdictions, including Israel, Finland, and the U. S. of \$ 126.293.72 million, \$ 33.40.85 million, and \$ 8.4 million, respectively. The net operating losses in Israel and the U. S. are carried forward indefinitely. The net operating losses in Finland expire from 2031 through 2033-2034. We believe it is more likely than not that the benefit from certain net operating loss carryforwards will not be realized and as such, we have provided a valuation allowance on \$ 40.105.7 million of net operating losses. We are a “ controlled company ” under the corporate governance rules of Nasdaq and, as a result, qualify for, and may rely on, exemptions from certain corporate governance requirements. If we rely on the exemptions available to a “ controlled company ” you will not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements. Our controlling stockholder, Playtika Holding UK, which is, in turn, indirectly controlled by Yuzhu Shi and his affiliates, continues to control a majority of our outstanding common stock. As a result, we are a “ controlled company ” within the meaning of the corporate governance standards of the Nasdaq rules. Under these rules, a listed company of which more than 50 % of the voting power is held by an individual, group or another company is a “ controlled company ” and may elect not to comply with certain corporate governance requirements, including: • the requirement that a majority of its board of directors consist of independent directors; • the requirement that its director nominations be made, or recommended to the full board of directors, by its independent directors or by a nominations committee that is comprised entirely of independent directors and that it adopts a written charter or board resolution addressing the

nominations process; and • the requirement that it have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities. While we do not currently rely on the exemptions available to a “controlled company,” we may elect to rely on these exemptions in the future. As a result, our board of directors may not have a majority of independent directors, our compensation committee may not consist entirely of independent directors and / or our directors may not be nominated or selected by independent directors. Accordingly, if we elect to rely on these exemptions in the future, you will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the Nasdaq rules.

Risks Related to Our International Operations and Ownership We face added business, political, regulatory, operational, financial and economic risks as a result of our operations and distribution in a variety of countries, any of which could increase our costs and hinder our growth. A significant portion of our operations are outside of the United States, including our principal executive offices in Israel and a large development center in Ukraine and **center in Ukraine and. We also operated a development center in Belarus, which we recently decided to close and relocate our personnel due to the challenging operating environment caused by sanctions and export controls that resulted from the Russian invasion of Ukraine in 2022. In addition,** we generate a significant portion of our revenues from operations outside of the United States. For each of the years ended December 31, **2024 and 2023** and ~~2022~~, we derived approximately **33.3% and 30.8%** and ~~29.5%~~, respectively, of our revenues from sales to players outside of the United States. Our operations in foreign jurisdictions may subject us to additional risks customarily associated with such operations, including:

- challenges caused by distance, language and cultural differences;
- the complexity of foreign laws, regulations and markets;
- the uncertainty of enforcement of remedies in foreign jurisdictions;
- higher costs associated with doing business internationally;
- the effect of currency exchange rate fluctuations;
- difficulties in staffing and managing international operations;
- the impact of foreign labor laws and disputes;
- the ability to attract and retain key personnel in foreign jurisdictions;
- protectionist laws and business practices that favor local businesses in some countries;
- the economic, tax and regulatory policies of local governments;
- compliance with applicable anti-money laundering, anti-bribery and anti-corruption laws, including the U. S. Foreign Corrupt Practices Act, or the FCPA, and other anti-corruption laws that generally prohibit U. S. persons and companies and their agents from offering, promising, authorizing or making improper payments to foreign government officials for the purpose of obtaining or retaining business;
- limitations on and costs related to the repatriation of funds;
- compliance with applicable sanctions regimes regarding dealings with certain persons or countries;
- restrictions on the export or import of technology or on our ability to operate in those jurisdictions;
- trade and tariff restrictions;
- variations in tariffs, quotas, taxes and other market barriers; and
- difficulties in enforcing intellectual property rights in countries other than the United States.

Certain of these laws also contain provisions that require accurate record keeping and further require companies to devise and maintain an adequate system of internal accounting controls. Although we have policies and controls in place that are designed to ensure compliance with these laws, if those controls are ineffective or an employee or intermediary fails to comply with the applicable regulations and policies or if the design of those policies and controls is incomplete or inadequate, we may be subject to criminal and civil sanctions and other penalties. Any such violation could disrupt our business and adversely affect our reputation, results of operations, cash flows and financial condition. In addition, as we operate and sell internationally, we are subject to the FCPA, and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties and other business entities for the purpose of obtaining or retaining business. While we have attempted to implement safeguards to discourage these practices by our employees, consultants and agents, violations of the FCPA may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which would negatively affect our business, results of operations and financial condition. Further, our ability to expand successfully in foreign jurisdictions involves other risks, including difficulties in integrating foreign operations, risks associated with entering jurisdictions in which we may have little experience and the day-to-day management of a growing and increasingly geographically diverse company. We may not realize the operating efficiencies, competitive advantages or financial results that we anticipate from our investments in foreign jurisdictions. In addition, our international business operations could be interrupted and negatively affected by terrorist activity, political unrest or other economic or political uncertainties. Moreover, foreign jurisdictions could impose tariffs, quotas, trade barriers and other similar restrictions on our international sales. Additionally, while we maintain offices in the United States, most of our senior management and employees are located in our international offices, including our offices in Israel, ~~Belarus~~, Ukraine and Romania, which subject us to added business, political and economic risks. As of December 31, ~~2023~~ **2024**, we had operations in ~~Australia, Austria, Belarus, Finland, Georgia, Germany, India, Israel, Netherlands, Poland, Romania, Spain, Switzerland, Ukraine, the United Kingdom and the United States.~~ We have in the past and may continue to experience disruption as a result of catastrophic events in the countries in which we operate. For example, **in addition to the recent closure of our development center in Belarus,** we previously maintained a small office in Crimea, ~~but which we~~ were forced to close and relocate ~~our personnel~~ as a result of Crimea’s annexation by Russia in 2014. For more information on risks related to our operations in Israel, see “— We have offices and other significant operations located in Israel, and, therefore, our results may be adversely affected by political, economic and military instability in Israel, including the ongoing ~~War-war~~ in Israel.” For more information on risks related to our operations in Belarus, Ukraine, **Georgia** and Romania, see “— Our operations may be adversely affected by ongoing developments in Belarus, Ukraine, **Georgia** or Romania.” While we maintain offices in the United States, we maintain offices and conduct significant operations in Israel, and most of our senior management is based in Israel. In addition, many of our employees and officers are residents of Israel. Accordingly, political, economic and military conditions in Israel directly affect our business. For example, **prior to the current Hamas attack in October 2023, the** political situation in Israel ~~where~~ **was marked by a judicial reform initiated by** the ruling parties ~~are~~ attempting to implement laws that essentially allow the parliament to enact laws that are preemptively immune to judicial review. **The remaining uncertainty surrounding these proposed changes has created a volatile environment which** could adversely affect our business and results of operations. In addition, any hostilities involving Israel or the

interruption or curtailment of trade between Israel and its trading partners could adversely affect our business and results of operations. Since the establishment of the State of Israel, a number of armed conflicts have taken place between Israel and its neighboring countries, as well as terrorist acts committed within Israel by hostile elements. In addition, recent political uprisings and conflicts in various countries in the Middle East, including Syria, are affecting the political stability of those countries. In addition, the tensions between Israel and Iran and certain extremist groups in the region may escalate in the future and turn violent, which could affect the Israeli economy in general and us in particular. Any armed conflicts, terrorist activities or political instability in the region could adversely affect business conditions, could harm our results of operations and could make it more difficult for us to raise capital. Parties with whom we do business may sometimes decline to travel to Israel during periods of heightened unrest or tension, forcing us to make alternative arrangements ~~when necessary~~ in order to meet our business partners face to face. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in such agreements. Our commercial insurance does not cover losses that may occur as a result of an event associated with the security situation in the Middle East, with limited exceptions. Although the Israeli government has in the past covered the reinstatement value of certain damages that were caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained or, if maintained, will be sufficient to compensate us fully for damages incurred. Any losses or damages incurred by us could cause a significant disruption in our employees' lives and possibly put their lives at risk, which would have a material adverse effect on our business. Any armed conflicts or political instability in the region would likely negatively affect business conditions generally and could harm our results of operations. Further, in the past, the State of Israel and Israeli companies have been subjected to economic boycotts. Several countries still restrict business with the State of Israel and with Israeli companies. These restrictive laws and policies may have an adverse impact on our results of operations, financial conditions or the expansion of our business. A campaign of boycotts, divestment and sanctions has been undertaken against Israel, which could also adversely impact our business. On October 7, 2023, the State of Israel was attacked by Hamas, a group designated as a terrorist organization by the United States, and the State of Israel subsequently declared war on Hamas. **Since that time, casualties have been sustained by both sides and the State of Israel has called been engaged in a percentage of multi-front armed conflict with combatants located in Gaza, the population into active duty including employees of West Bank, Syria, Iran, Lebanon and Yemen. While Israel and Hamas agreed to a 42-day ceasefire on January 17, 2025, its continuation remains uncertain, and war may resume. A separate ceasefire between Israel and Lebanon was reached on November 27, 2024. However, the Company situation in the region remains volatile and the possibility of renewed conflicts persist.** We cannot predict the outcome of developments in the ~~War war~~ in Israel or the reaction to such developments by other countries or international authorities particularly as the conflict has triggered diplomatic rifts and protests around the world. ~~Hezbollah, a group designated as a terrorist organization by the United States which controls land in Southern Lebanon that borders Israel, and Israeli forces have clashed since the October 7, 2023 attacks by Hamas.~~ An escalation or continuation of the conflict could result in additional military reserve duty call-ups, damage to infrastructure in Israel and other ramifications that could have a material adverse effect on our operations. It may be difficult to enforce a judgment of a U. S. court against us and our officers and directors, to assert U. S. securities laws claims in Israel or to serve process on our officers and directors. We maintain offices in Israel and many of our employees and officers and directors are residents of Israel. Certain of our assets and the assets of these persons are located in Israel. Additionally, a number of our directors are residents of China. Therefore, a judgment obtained against us, or any of these persons, including a judgment based on the civil liability provisions of the U. S. federal securities laws, may not be collectible in the United States and may not necessarily be enforced by an Israeli or Chinese court. It also may be difficult to affect service of process on these persons in the United States or to assert U. S. securities law claims in original actions instituted in Israel or China, as applicable. Additionally, it may be difficult for an investor, or any other person or entity, to initiate an action with respect to U. S. securities laws in Israel, as applicable. Israeli or Chinese courts may refuse to hear a claim based on an alleged violation of U. S. securities laws reasoning that Israel or China, as applicable, is not the most appropriate forum in which to bring such a claim. In addition, even if an Israeli or Chinese court agrees to hear a claim, it may determine that Israeli or Chinese law and not U. S. law is applicable to the claim. If U. S. law is found to be applicable, the content of applicable U. S. law must be proven as a fact by expert witnesses, which can be a time consuming and costly process. Certain matters of procedure will also be governed by Israeli or Chinese law, as applicable. There is little binding case law in Israel that addresses the matters described above. As a result of the difficulty associated with enforcing a judgment against us in Israel, you may not be able to collect any damages awarded by either a U. S. or foreign court. We may not be able to enforce covenants not-to-compete under current Israeli and California law, which might result in added competition for our products. We have non-competition agreements or provisions with most of our Israeli employees and Israeli executive officers, including Robert Antokol, our Chief Executive Officer and Chairperson of our board of directors. These agreements or provisions are governed by Israeli law and prohibit our employees from competing with us or working for our competitors, generally during, and for up to one year after termination of, their employment with us. However, Israeli courts are reluctant to enforce non- compete undertakings of former employees and tend, if at all, to enforce those provisions for only relatively brief periods of time or in restricted geographical areas. In addition, Israeli courts typically require the presence of additional circumstances, such as a demonstration of an employer's legitimate interest which was damaged; breach of fiduciary duties, loyalty and acting not in good faith; a payment of a special consideration for employee's non- compete obligation; material concern for disclosing employer's trade secrets; or a demonstration that an employee has unique value to the employer specific to that employer's business, before enforcing a non- competition undertaking against such employee. In addition, post- employment restrictive covenants, barring certain exceptions, are not enforceable in certain U. S. states in which we operate, including California, which may create similar risks of competition. Two of our executive officers, including our President and Chief Financial

Officer, are located in California. ~~Our~~ ~~Although we have~~ non-competition agreements with such officers ~~through~~ ~~expired at~~ the end of 2024 ~~and we currently do not have employment agreements with such officers. The absence of employment agreements with these officers could create competition retention risks~~, potentially disrupting ~~they are unlikely to be enforced by California courts or~~ ~~our~~ ~~under California law~~ ~~operations and negatively impacting our business~~. We are subject to certain employee severance obligations, which may result in an increase in our expenditures. Under Israel's Severance Pay law, 5723-1963, or the Severance Pay Law, employers are required to make severance payments to dismissed employees and employees leaving employment in certain other circumstances, on the basis of their latest monthly salary for each year of service or a portion thereof. These statutory severance obligations are generally more extensive than under U. S. law, and this obligation may result in significant additional expenses for us, including accrued expenses, if we elect to terminate employees in Israel. The Company and its Israeli subsidiaries have elected to include their Israeli employees under Section 14 of the Severance Pay Law, or Section 14. Section 14 entitles these employees to monthly deposits with third-party insurance companies and pension funds, at a rate of 8.33% of their monthly salary. **In two cases, the Company and the employee have agreed to a salary lower than their actual monthly salary for purposes of Section 14.** These payments release the Company from future obligations under the Israeli Severance Pay Law **for all employees, other than the aforementioned two employees**. Accordingly, any liability for severance pay due to these employees, and the deposits under Section 14 are not recorded as an asset in the Company's consolidated balance sheet. Our operations may be disrupted as a result of the obligation of management or key personnel to perform military service. Our employees and consultants in Israel, including members of our senior management, may be obligated to perform one month, and in some cases longer periods, of annual military reserve duty until they reach the age of 40 (or older, for citizens who hold certain positions in the Israeli armed forces reserves) and, in the event of a military conflict, may be called to active duty. In response to increases in terrorist activity, there have been periods of significant call-ups of military reservists. For example, as a result of the Hamas attack on the State of Israel on October 7, 2023 and the ensuing war, dozens of the Company's employees were called into active duty. It is possible that there will be similar or larger-scale military reserve duty call-ups in the future. Our operations could be disrupted by the absence of a significant number of our officers, directors, employees and consultants. Such disruption could adversely affect our business and operations in a material manner. We have significant operations in central and eastern Europe. Since the early 1990s, Russia, Belarus, Ukraine, Romania and other central and eastern European countries have sought to transform from one-party states with a centrally planned economy to democracies with a market economy to various degrees. Despite various reforms, the political systems of many of these countries remain vulnerable and unstable. In addition, the political and economic situation in these countries is negatively affected by the global economic crisis and the economic recession in some parts of the world. The political, civil and security situation in Belarus cannot be accurately predicted. ~~Belarus has experienced mass protests throughout the country following the August 2020 election in response to allegations against the government of corruption and election fraud. Despite threats from Belarusian authorities of charges and arrests against demonstrators, protestors have continued to demonstrate. In August 2020, Internet access was restricted to Belarusian citizens, which many citizens and experts have attributed to the government, despite its claim that the disruption was caused by cybersecurity attacks. Belarus shares borders with both Russia and Ukraine, and in February 2022, in connection with escalating tensions involving Russia and Ukraine, Russian military personnel stationed in Belarus were part of an~~ **participated in the Russian** ~~invasion of~~ ~~force by Russian forces into~~ Ukraine. Since then, Belarus has been reported to be involved with and provide support to Russian efforts in Ukraine. In response to the support and facilitation by Belarus for the invasion and ongoing conflict, the United States, the European Union and other countries imposed sanctions against multiple individuals and entities in Belarus. In January 2023, Belarus adopted legislation that allows it to replace management of Belarusian entities with foreign shareholders and seize ~~the~~ ~~their~~ **Due to** ~~of such entities. Other~~ ~~the potential retaliatory measures~~ ~~challenging operating environment caused by the regional instability and the sanctions and export controls imposed after the Russian invasion of Ukraine, we decided to close our operations and relocate our personnel in Belarus. Although we no longer have an office in Belarus as of December 31, 2024 and our Belarusian entity was dissolved in January 2025, our past activity in Belarus and any remaining~~ **connections to Belarus** could **subject us** be taken by the United States and other countries. While we continue to monitor the situation in Belarus closely, any prolonged or expanded unrest, military activities, or sanctions, should they be implemented, could have a material adverse **impacts from the** effect on our operations. We currently have a research and development center in Belarus and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Belarus. The political, civil and security situation in Ukraine cannot be accurately predicted since the ~~removal of President Yanukovich from power by the Ukrainian parliament in late February 2014, which was followed by reports of Russian military activity in the Crimean region, the election of Volodymyr Zelensky in May 2019 and military, political and economic conflict with Russia, including the military invasion by Russian forces that began in February 2022.~~ Ukraine's political activities remain fluid and beyond our control. **Following** ~~As a result of the~~ ~~invasion and~~ ~~decision of the~~ ~~Russian~~ ~~Russia~~ ~~government to annex~~ ~~'s~~ ~~subsequent occupation of~~ the Crimea **Donetsk, Luhansk, Kherson, and Zaporizhzhia** ~~region~~ ~~regions~~ of Ukraine, the United States and the European Community have imposed economic sanctions on Russia. ~~Since Fall 2021, Russia had been amassing military personnel near Ukraine's borders, and in February 2022, Russia launched a military invasion into Ukraine.~~ The United States, EU, UK, Canada and Japan have imposed sanctions against and export controls involving Russia, and other potential retaliatory measures could be taken by the United States and other countries. We cannot predict the outcome of developments in Ukraine or the reaction to such developments by the United States, European, U. N. or other international authorities. While we continue to monitor the situation in Ukraine closely, any prolonged or expanded unrest, military activities, or sanctions, should they be implemented, could have a material adverse effect on our operations. We have significant research and development centers in Ukraine and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Ukraine. The

political situation in Georgia cannot be accurately predicted. The October 2024 elections, won by the pro-Russian party Georgian Dream (GD), have not been recognized as legitimate by the European Union or the United States. Following the elections, the GD Prime Minister announced a halt to Georgia's EU accession process until at least 2028. This decision has sparked significant protests, which have been met with force, leading to a post-electoral crisis. In response, the US, UK, and EU have suspended program support and imposed sanctions on Georgian officials for human rights violations and undermining democracy. These sanctions target specific officials rather than broader sectors. While Georgia does not currently support Russia in the war against Ukraine, potential sanctions could be imposed for reasons such as fraudulent elections, undermining democracy, and aiding Russia in evading sanctions. We contract with a third party that supplies us contractors who are physically located in Georgia and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Georgia. The current political environment in Romania is dynamic and may become unstable. Marcel Ciolacu In January 2017, the current newly elected coalition government led by the Social Democratic Party passed a decree that would have decriminalized certain major corruption cases, which spurred large public protests throughout Romania. Prime Minister, Florin Cîtu took over as has been prime minister in December office since June 2020-2023 and. The years leading up to his tenure were characterized by instability in the country's political leadership. This instability was subsequently dismissed after losing a parliamentary vote on October 5, 2021 driven by internal tensions within coalition governments and frequent no-confidence motions resulting in numerous Prime Ministers serving for less than a year. We cannot predict if political stability will hold, but if instability continues, our operations in Romania may be adversely affected by sudden changes in government policies, regulatory frameworks, and economic conditions, which could pose risks to our business performance and strategic .

Separately, on-going recent military conflict in Ukraine has resulted in a negative impact in the region, affecting Romania's political and economic outlook. Romania has a significant land border with Ukraine and, as a result, ongoing instability or military conflicts in Ukraine could have a significant and adverse effect on Romania's economic and financial stability either directly or indirectly as a result of sanctions. We have a significant research and development center and a customer service center in Romania and, accordingly, our business, financial condition, results of operations and prospects are affected by economic, political and legal developments in Romania. Any disruption to our operations in Belarus, Ukraine, Georgia or Romania may be prolonged and require us to reevaluate our operations in those countries, which may be more expensive and harm our business. Our business may be affected by sanctions, export controls and similar measures targeting Russia and Belarus as well as other responses to Russia's invasion of Ukraine. As a result of Russia's military conflict in Ukraine in 2022, governmental authorities in the United States, the European Union and the United Kingdom, among others, have launched numerous sanctions and export control measures. These measures, initially implemented in 2022, have been expanded and strengthened over time, including: • blocking sanctions on some of the largest state-owned and private Russian and Belarusian financial institutions (and their subsequent removal from SWIFT); • blocking sanctions against Russian and Belarusian individuals, including the Russian President and the Belarussian President, other politicians and those with government connections or involved in Russian military activities; • expansion of sectoral sanctions in the Russian and Belarusian economies and the defense sector, including barring of Russian oil imports and purchases; • United Kingdom sanctions introducing restrictions on providing loans to, and dealing in securities issued by, persons connected with Russia and restrictions on trade, including in connection with certain security-related goods and technology, iron and steel products, intercepting and monitoring services, maritime goods and technology, jet fuel and fuel additives and UK and EU currency banknotes; • restrictions on access to the financial and capital markets in the European Union; • prohibiting against U. S. persons from making new investments in Russia; • sanctions prohibiting most commercial activities of U. S. and EU persons in Crimea and Sevastopol; and • enhanced export controls and trade sanctions targeting Russia's imports of technological goods as a whole, including tighter controls on exports and reexports of dual-use items, stricter licensing policy with respect to issuing export licenses, and / or increased use of "end-use" controls to block or impose licensing requirements on exports, as well as higher import tariffs and a prohibition on exporting luxury goods to Russia and Belarus, and • additional sanctions following the attempted annexation by Russia of Ukraine's Donetsk, Luhansk, Kherson and Zaporizhzhia regions, on October 6, 2022. As the conflict in Ukraine continues, there can be no certainty regarding whether the governmental authorities in the United States, the European Union, the United Kingdom or other countries will impose additional sanctions, export controls, trade restrictions or other measures targeting Russia, Belarus or other territories. Our business must be conducted in compliance with applicable economic and trade sanctions laws and regulations, including those administered and enforced by the U. S. Department of Treasury's Office of Foreign Assets Control, the U. S. Department of State, the U. S. Department of Commerce, the United Nations Security Council and other relevant governmental authorities, including in the United Kingdom, the European Union, and other jurisdictions in which we operate. We must be ready to comply with the existing and any other potential additional measures imposed in connection with the conflict in Ukraine. The imposition of such measures could adversely impact our business, including preventing us from performing existing contracts, recognizing revenue, pursuing new business opportunities or receiving payment for products already supplied or services already performed with customers. Certain of our games are currently available in Russia although we no longer support, update or promote them in Russia. While we believe that the presence of our game in Russia complies with all applicable laws, sanctions and export regulations can be complex, frequently evolving and subject to interpretation by authorities. For example, the ownership structure of certain Russian platforms is not always transparent and can make determinations around the applicability of sanctions to transactions with these platforms difficult. If a governmental authority determines that the offering of our games in Russia constitutes a violation of sanctions laws or regulations, potential consequences could include financial penalties, operational restrictions, reputational harm, and, in severe cases, criminal liability. We review and monitor our contractual relationships with suppliers to establish whether any are a target of the applicable sanctions. In the unlikely event that we

identify a party with which we have a business relationship that is the target of applicable sanctions, we would immediately commence a legal analysis of what gives rise to the business relationship, including any contract, to estimate the most appropriate course of action to comply with the sanction regulations, together with the impact of a contractual termination according to the applicable law, and then proceed as required by the regulatory authorities. However, given the range of possible outcomes, the full costs, burdens, and limitations on our business may become significant. Furthermore, even if an entity is not formally subject to sanctions, suppliers, customers and business partners of such entity may decide to reevaluate or cancel projects with such entity for reputational or other reasons. As result of the ongoing conflict in Ukraine, many U. S., European and other multi- national businesses across a variety of industries, including consumer goods and retail, food, energy, banking and finance, media and entertainment, tech, travel and logistics, manufacturing and others, have indefinitely suspended their operations and paused all commercial activities in Russia and Belarus. Depending on the extent and breadth of sanctions, export controls and other measures that may be imposed in connection with the conflict in Ukraine, it is possible that our business, financial condition and results of operations could be materially and adversely affected. We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations. Our functional currency is the U. S. Dollar and most of our revenues and expenses are primarily denominated in U. S. Dollars. However, increased international sales in the future may result in greater foreign currency denominated sales, increasing our foreign currency risk. In addition, a significant portion of our headcount related expenses, consisting principally of salaries and related personnel expenses **as well as, are incurred outside the United States and denominated in foreign currencies. We also incur leases- lease costs** and certain other operating expenses ~~incurred outside the United States and denominated~~ in foreign currencies. **These expenses** ~~are increasing and~~ are subject to fluctuations due to changes in foreign currency exchange rates. If we are not able to successfully hedge against the risks associated with currency fluctuations, our financial condition and results of operations could be adversely affected. To date, we have entered into hedging transactions with respect to Israeli shekel (“ ILS ”), Polish Zloty (“ PLN ”) and Romanian Leu (“ RON ”) in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into additional hedging transactions in the future, the availability and effectiveness of these hedging transactions may be limited and we may not be able to successfully hedge our exposure, which could adversely affect our financial condition and results of operations. Yuzhu Shi is a Chinese national and Giant is a Chinese company that indirectly **control-controls** our controlling stockholder, Playtika Holding UK. For so long as a Chinese individual or company continues to exercise majority voting control over us, changes in U. S. and Chinese laws in the future may make it more difficult for us to operate as a publicly traded company in the United States. Future developments in U. S. and Chinese laws may restrict our ability or willingness to operate as a publicly traded company in the United States for so long as Yuzhu Shi, who is a Chinese national, and Giant, which is a Chinese company, or other Chinese investors, continue to beneficially own a significant percentage of our outstanding shares of common stock. The relations between China and the United States are constantly changing. During his **administration-first term**, President Donald J. Trump issued a memorandum directing the President’s Working Group on Financial Markets to convene to discuss the risks faced by U. S. investors in Chinese companies and issued several executive orders restricting the operations of Chinese companies, such as the company that owns TikTok, in the United States. Additionally, **in late 2020**, the federal government ~~has recently~~ passed legislation, such as the Holding Foreign Companies Accountable Act, intended to protect American investments in Chinese companies and has proposed additional legislation intended to enhance the ability of American companies and technology to compete with Chinese technology. **In March 2024, Congress passed the Protecting Americans from Foreign Adversary Controlled Applications Act which effectively required the ban or divestment of TikTok by its Chinese shareholder by January 19, 2025. Although President Donald Trump issued an executive order granting TikTok a 75- day extension to address regulatory concerns,** ~~Relations-relations~~ between China and the U. S. ~~under-continue to be complex and uncertain.~~ **Former** President Joseph R. Biden’s ~~administration-continue to be complex and uncertain.~~ President Biden issued executive orders barring American investment into certain Chinese companies and initiating national security reviews of software applications linked to foreign adversaries such as China, and the U. S. government has sanctioned numerous Chinese nationals and added Chinese companies to the Department of Commerce Entity List. The Chinese government has taken similar measures, including passing the Anti-Foreign Sanctions Law and imposing sanctions on American nationals and organizations. In addition, various equity- based research organizations have published reports on Chinese companies after examining their corporate governance practices, related party transactions, sales practices and financial statements, and these reports have led to special investigations and listing suspensions on U. S. national exchanges. While we are not a Chinese company, any similar scrutiny of us, regardless of its merit, could have an adverse effect upon our business, including our results of operations, financial condition, cash flows and prospects. Additionally, should we be the subject of or indirectly covered by new legislation or executive orders addressed at protecting American investments in Chinese or Chinese- owned companies, our revenues and profitability would be materially reduced and our business and results of operations would be seriously harmed. **Yuzhu Shi controls us through his indirect interest in Playtika Holding UK II Limited and its ownership of our common stock will prevent you and other stockholders from influencing significant decisions.As of December 31,2023,Yuzhu** Shi controls shares representing a majority of our combined voting power through his indirect interest in Playtika Holding UK II Limited,or Playtika Holding UK and its affiliates.As long as Yuzhu Shi continues to control shares representing a majority of our voting power,he will generally be able to determine the outcome of all corporate actions requiring stockholder approval,including the election and removal of directors (unless supermajority approval of such matter is required by applicable law and our amended and restated certificate of incorporation).In the ordinary course of his business activities,Yuzhu Shi may engage in activities where his interests may not be the same as,or may conflict with,the interests of our other stockholders.Even if Yuzhu Shi were to control less than a majority of our voting power,he may be able to influence the outcome of corporate actions so long as he controls a significant portion of our voting power.For example,as we previously disclosed in June 2021,Yuzhu Shi and certain affiliates of Yuzhu Shi

entered into an agreement that, if consummated, would have entitled Giant Network Group Co. Ltd., or Giant, a publicly traded company on the Shenzhen Stock Exchange, to be transferred beneficial ownership of certain shares of ours currently owned by Mr. Shi and his affiliates, the result of which would have been that Giant would control the voting power of the shares of our common stock and would permit Giant to consolidate us for accounting purposes. Had that transaction been consummated, Giant informed us that they would have been required to obtain the approval of its board of directors for substantially all potential acquisitions by it or its consolidated subsidiaries, including acquisitions by us, and, in certain cases, approval from Giant's stockholders, which could have created potential conflicts between Yuzhu Shi's affiliates and us on our acquisition strategies. Further, Giant informed us that had the transaction been consummated, substantially all derivative transactions and other extraordinary transactions undertaken by Playtika would need to be approved by Giant's board of directors. While that transaction was abandoned, Mr. Shi and his affiliates may, in his and their discretion, seek to consummate similar transactions in the future, and we would not be able to prevent such transactions from being consummated. In addition, Mr. Shi and his affiliates have in the past informed the Company of certain ongoing liquidity needs that could drive a desire or need to engage in certain transactions that affect the Company, including through the potential sale of shares in the Company. In January 2022, Mr. Shi and his affiliates announced that they were exploring a sale of approximately 15- 25 % of the Company's outstanding shares. As a result, the Company formed a special committee of the board of directors to evaluate strategic alternatives for the Company. Although the strategic alternatives process has ~~since been terminated~~ **paused**, one result of that process was the Company's self-tender offer to repurchase up to \$ 600 million in shares of its common stock which was consummated in the fall of 2022. The self-tender is an example of a transaction that the Company entered into at least in part due to Mr. Shi's need for liquidity. ~~In addition, in September 2024, Mr. Shi announced that Playtika Holding UK had entered into pledge agreements pursuant to which Playtika Holding UK pledged almost 200,000,000 shares of our common stock to secure certain loan obligations. Playtika Holding UK also recently sold over 2,500,000 shares of our common stock in a series of transactions in November and December 2024.~~ It is possible that **these** Mr. Shi's liquidity needs give rise to other Company transactions in the future, including transactions where Mr. Shi's interests may not be the same as, or may conflict with, the interests of our other stockholders. Our stockholders are not able to affect the outcome of any stockholder vote while Yuzhu Shi controls the majority of our voting power (or, in the case of removal of directors, two-thirds of our voting power). Due to his ownership and rights under our amended and restated certificate of incorporation and our amended and restated bylaws, Yuzhu Shi controls, subject to applicable law, the composition of our board of directors, which in turn controls all matters affecting us, including, among other things: • any determination with respect to our business direction and policies, including the appointment and removal of officers and, in the event of a vacancy on our board of directors, additional or replacement directors; • any determinations with respect to mergers, business combinations or disposition of assets; • determination of our management policies; • determination of the composition of the committees on our board of directors; • our financing policy; • our compensation and benefit programs and other human resources policy decisions; • changes to any other agreements that may adversely affect us; • the payment of dividends on our common stock; and • determinations with respect to our tax returns. In addition, the concentration of Yuzhu Shi's ownership could also discourage others from making tender offers, which could prevent holders from receiving a premium for their common stock. Because Yuzhu Shi's interests may differ from **ours or from those of our other stockholders, actions that he takes with respect to us, as our controlling stockholder, may not be favorable to us or to you or our other stockholders.** The Committee on Foreign Investment in the United States may modify, delay or prevent our future acquisition or investment activities. For so long as Giant retains a material ownership interest in us, we will be deemed a "foreign person" under the regulations relating to the Committee on Foreign Investment in the United States, or CFIUS. As such, acquisitions of or investments in U. S. businesses or foreign businesses with U. S. subsidiaries that we may wish to pursue may be subject to CFIUS review ~~, the~~. ~~The~~ scope of ~~which~~ **CFIUS review** was ~~recently~~ expanded by the Foreign Investment Risk Review Modernization Act of 2018, or FIRRMA, ~~to~~ **and recently further enhanced by the Final Rule issued in November 2024.** **These regulations** include certain non-passive, non-controlling investments (including certain investments in entities that hold or process personal information about U. S. nationals), certain acquisitions of real estate even with no underlying U. S. business, transactions designed or intended to evade or circumvent CFIUS jurisdiction and any transaction resulting in a "change in the rights" of a foreign person in a U. S. business if that change could result in either control of the business or a covered non-controlling investment. FIRRMA also subjects certain categories of investments to mandatory filings. If a particular proposed acquisition or investment in a U. S. business falls within CFIUS's jurisdiction, we may determine that we are required to make a mandatory filing or that we will submit to CFIUS review on a voluntary basis, or to proceed with the transaction without submitting to CFIUS and risk CFIUS intervention, before or after closing the transaction. **The final regulations issued in November 2024 have increased the maximum civil monetary penalties for violations and expanded the circumstances under which penalties may be imposed, including for material misstatements or omissions outside of a review or investigation.** CFIUS may decide to block or delay an acquisition or investment by us, impose conditions with respect to such acquisition or investment or order us to divest all or a portion of a U. S. business that we acquired without first obtaining CFIUS approval, which may limit the attractiveness of or prevent us from pursuing certain acquisitions or investments that we believe would otherwise be beneficial to us and our stockholders. Our inability to complete acquisitions and integrate those businesses successfully could limit our growth or disrupt our plans and operations. In addition, among other things, FIRRMA authorizes CFIUS to prescribe regulations defining "foreign person" differently in different contexts, which could result in less favorable treatment for investments and acquisitions by companies from countries of "special concern." **The 2024 regulations also allow CFIUS to request and compel information from transaction parties and other persons, and to impose timelines for responses to risk mitigation proposals, further enhancing CFIUS's ability to monitor and enforce compliance with its regulations.** If such future regulations impose additional burdens on acquisition and investment activities involving China and Chinese investor-controlled entities, our ability to consummate transactions falling within CFIUS's jurisdiction that might

otherwise be beneficial to us and our stockholders would be hindered. Our success depends upon our ability to adapt to, and keep pace with, changes in technology, platforms and devices, and evolving industry standards. Our success depends upon our ability to attract and retain players, which is largely driven by maintaining and increasing the quality and content of our games. To satisfy players, we need to continue to improve their experience and innovate and introduce games that players find useful and that cause them to return to our suite of games more frequently. This includes continuing to improve our technology to tailor our game offerings to the preferences and requirements of additional geographic and market segments, and adapt to the release of new devices and platforms and to improve the user- friendliness and overall availability of our games, all of which can be costly and generate risk. Our ability to anticipate or respond to changing technology and evolving industry standards and to develop and introduce improvements and enhancements to games on a timely basis is a significant factor affecting our ability to remain competitive, expand and attract new players and retain existing players. We cannot assure you that we will achieve the necessary technological advances or have the financial or other resources needed to introduce new games or improvements and enhancements to games on a timely basis or at all. In addition, our ability to increase the number of players of our games will depend on continued player adoption of such games. Accordingly, our failure to develop or adjust to changes in technology, platforms, devices and operating models and evolving industry standards could adversely impact our business. Even where we are able to successfully adapt to changing technology, platforms, devices and operating models and evolving industry standards, we may require substantial expenditures to do so, which could adversely impact our business, financial condition and results of operations. Our games and other software applications and systems, and the third- party platforms upon which they are made available, could contain undetected errors. Our games and other software applications and systems, as well as the third- party platforms upon which they are made available, could contain undetected errors, bugs, flaws, corrupted data, defects and other vulnerabilities that could adversely affect the performance of our games. These defects may only become apparent after we launch a new game or publish an update to an existing game, particularly as we launch new games or updates and rapidly release new features to existing games under tight time constraints. For example, these errors could prevent a player from making in- game purchases of virtual items, which could harm our reputation or results of operations. These errors could also be exploited by cheating programs and other forms of misappropriation, leveraged by nefarious actors to expose personal data, or creating other issues or problems harming the overall game- playing experience for our players. This could cause players to reduce their playing time or in- game purchases, discontinue playing our games altogether, or not recommend our games to other players, which could result in further harm to our reputation or results of operations. Such errors could also result in our games being non- compliant with applicable laws or create legal liability for us. Resolving such errors could disrupt our operations, cause us to divert resources from other projects, or harm our results of operations. Any failure or significant interruption in our network could impact our operations and harm our business. Our technology infrastructure is critical to the performance of our games and to player satisfaction. Most of our games run on our private cloud computing systems that are run through two primary data centers in the United States and one primary data center in the European Union. Our servers located in these data centers are vulnerable to damage or interruption from fire, flood, power loss, telecommunications failure, terrorist attacks, acts of war, electronic and physical break- ins, computer viruses, earthquakes and similar events. The occurrence of any of these events could cause our games to become unavailable for a short or long period of time. We have experienced, and may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, malicious attempts to cause platform unavailability, and capacity constraints. If a particular game is unavailable when players attempt to access it or navigation through a game is slower than they expect, players may stop playing the game and may be less likely to return to the game as often, if at all. Similarly, certain games rely on third- party data centers, which may have similar risks over which we would have less control. A failure or significant interruption in our game service would harm our reputation and operations. We expect to continue to make significant investments in our technology infrastructure to maintain and improve all aspects of player experience and game performance. To the extent that our disaster recovery systems are not adequate, or we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate increasing traffic, our business and results of operations may suffer. We do not maintain insurance policies covering losses relating to our systems, other than losses caused by cyber- attacks for which we have limited insurance coverage, and we do not have business interruption insurance, which may increase any potential harms that the business may suffer from systems failure or business interruptions. Our success depends on the security and integrity of the games we offer, and security breaches or other disruptions could compromise our information or the information of our players and expose us to liability, which would cause our business and reputation to suffer. We believe that our success depends in large part on providing secure games to our players. Our business sometimes involves the collection, storage, processing and transmission of players' proprietary, confidential and personal information. We also maintain certain other proprietary and confidential information relating to our business and personal information of our personnel. Despite our security measures, our games may be vulnerable to attacks by hackers, players, vendors or employees or breaches due to malfeasance or other disruptions. Any security breach or incident that we have experienced, or may experience in the future, could result in, and has resulted in unauthorized access to, misuse of, or unauthorized acquisition of our or our players' data, the loss, corruption or alteration of this data, interruptions in our operations, or damage to our computers or systems or those of our players or third- party platforms. Any of these could expose us to claims, regulatory investigations, litigation (including class actions), fines and potential liability, negative reputational impacts that cause us to lose existing or future customers, and / or significant incident response, system restoration or remediation and future compliance costs. Any or all of the foregoing could materially adversely affect our business, operating results, and financial condition. An increasing number of online services have disclosed security breaches, some of which have involved sophisticated and highly targeted attacks on portions of their services. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not foreseeable or recognized until launched against a

target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, public perception of the effectiveness of our security measures and brand could be harmed, and we could lose players. Data security breaches and other data security incidents may also result from non-technical means, such as actions by employees or contractors. Any compromise of our security could result in a violation of applicable privacy and other laws, regulatory or other governmental investigations, enforcement actions, and legal and financial exposure, including potential contractual liability that is not always limited to the amounts covered by our insurance. Any such compromise could also result in damage to our reputation and a loss of confidence in our security measures. Any of these effects could have a material adverse impact on our results of operations, cash flows and financial condition. Our ability to prevent anomalies and monitor and ensure the quality and integrity of our games and software is periodically reviewed and enhanced, but may not be sufficient to prevent future attacks, breaches or disruptions. Similarly, we assess the adequacy of our security systems, including the security of our games and software to protect against any material loss to any of our players and the integrity of our games to players. However, we cannot provide assurances that our business will not be affected by a security breach or lapse. If we sustain cyber-attacks or other privacy or data security incidents that result in security breaches, we could suffer a loss of sales and increased costs, exposure to significant liability, reputational harm and other negative consequences. Our information technology has been and in the future may be subject to cyber-attacks, viruses, malicious software, break-ins, theft, computer hacking, employee error or malfeasance or other security breaches. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future. Hackers and data thieves, state-sponsored threat actors, criminal actors, hacktivists and others are increasingly sophisticated and operate large-scale and complex automated attacks through a variety of vectors such as social engineering / phishing, company insiders, suppliers or providers, and as a result of human or technological error, including misconfigurations, bugs, or other vulnerabilities in software and hardware. Experienced computer programmers and hackers may be able to penetrate our security controls and misappropriate or compromise sensitive personal, proprietary or confidential information, create system disruptions or cause shutdowns. They also may be able to develop and deploy malicious software programs that attack our systems or otherwise exploit any security vulnerabilities. Our systems and the data stored on those systems may also be vulnerable to security incidents or security attacks, acts of vandalism or theft, coordinated attacks by activist entities, misplaced or lost data, human errors, or other similar events that could negatively affect our systems and the data stored on those systems, and the data of our business partners. Further, third parties, such as hosted solution providers, that provide services to us could also be a source of security risks in the event of a failure of their own security systems and infrastructure. Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools – including artificial intelligence – that circumvent security controls, evade detection and remove forensic evidence. As a result, we may be unable to detect, investigate, remediate or recover from future attacks or incidents, or to avoid a material adverse impact to our security systems and infrastructure and the protection of our confidential information and our business. The costs to eliminate or address the foregoing security threats and vulnerabilities before or after a cyber-incident could be significant. Our remediation efforts may not be successful and could result in interruptions, delays or cessation of service, and loss of existing or potential suppliers or players. As threats related to cyber-attacks develop and grow, we may also find it necessary to make further investments to protect our data and infrastructure, which may impact our results of operations. Although we have insurance coverage for protecting against cyber-attacks, it may not be sufficient to cover all possible claims stemming from security breaches, cyberattacks and other types of unlawful activity, or any resulting disruptions from such events, and we may suffer losses that could have a material adverse effect on our business or that applicable insurance will be available to us in the future on economically reasonable terms or at all. We could also be negatively impacted by existing and proposed laws and regulations in the United States, Israel, the European Union, and other jurisdictions in which we operate, as well as government policies and practices related to cybersecurity, data privacy, data localization and data protection. In addition, the platforms on which we distribute games may encourage, or require, compliance with certain security standards, such as the voluntary cybersecurity framework released by the National Institute of Standards and Technology, or NIST, which consists of controls designed to identify and manage cyber-security risks, and we could be negatively impacted to the extent we are unable to comply with such standards. We rely on information technology and other systems, and any failures in our systems or errors, defects or disruptions in our games could diminish our brand and reputation, subject us to liability and disrupt our business and adversely impact our results of operations. We rely on information technology systems that are important to the operation of our business, some of which are managed by third parties. These third parties are typically under no obligation to renew agreements and there is no guarantee that we will be able to renew these agreements on commercially reasonable terms, or at all. These systems are used to process, transmit and store electronic information, to manage and support our business operations and to maintain internal control over our financial reporting. In addition, we collect and store certain data, including proprietary business information, and may have access to confidential or personal information in certain of our businesses that is subject to privacy and security laws and regulations. We could encounter difficulties in developing new systems, maintaining and upgrading current systems and preventing security breaches. Among other things, our systems are susceptible to damage, outages, disruptions or shutdowns due to fire, floods, power loss, break-ins, cyber-attacks, network penetration, denial of service attacks and similar events. Any failures in our computer systems or telecommunications services could affect our ability to operate our games or otherwise conduct business. Portions of our information technology infrastructure, including those operated by third parties, may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time-consuming, disruptive and resource-intensive. We have no control over third parties that provide services to us and those parties could suffer problems or make decisions adverse to our business. We have contingency plans in place to prevent or mitigate the impact of these events.

However, such disruptions could materially and adversely impact our ability to deliver games to players and interrupt other processes. If our information systems do not allow us to transmit accurate information, even for a short period of time, to key decision-makers, the ability to manage our business could be disrupted and our results of operations, cash flows and financial condition could be materially and adversely affected. Failure to properly or adequately address these issues could impact our ability to perform necessary business operations, which could materially and adversely affect our reputation, competitive position, results of operations, cash flows and financial condition. Substantially all of our games rely on data transferred over the internet, including wireless internet. Access to the internet in a timely fashion is necessary to provide a satisfactory player experience to the players of our games. Third parties, such as telecommunications companies, could prevent access to the internet or limit the speed of our data transmissions, with or without reason, causing an adverse impact on our player experience that may materially and adversely affect our reputation, competitive position, results of operations, cash flows and financial condition. In addition, telecommunications companies may implement certain measures, such as increased cost or restrictions based on the type or amount of data transmitted, that would impact consumers' ability to access our games, which could in turn materially and adversely affect our reputation, competitive position, results of operations, cash flows and financial condition. Furthermore, internet penetration may be adversely affected by difficult global economic conditions or the cancellation of government programs to expand broadband access. Our business depends on the growth and maintenance of wireless communications infrastructure. Our success depends on the continued growth and maintenance of wireless communications infrastructure in the United States and internationally. This includes deployment and maintenance of reliable next-generation digital networks with the speed, data capacity and security necessary to provide reliable wireless communications services. Wireless communications infrastructure may be unable to support the demands placed on it if the number of subscribers continues to increase, or if existing or future subscribers increase their bandwidth requirements. Wireless communications have experienced a variety of outages and other delays as a result of infrastructure and equipment failures and could face outages and delays in the future. These outages and delays could reduce the level of wireless communications usage as well as our ability to distribute our games successfully. In addition, changes by a wireless carrier to network infrastructure may interfere with downloads of our games and may cause players to lose functionality in our games that they have already downloaded. This could harm our reputation, business, financial condition and results of operations. Data privacy and security laws and regulations in the jurisdictions in which we do business could increase the cost of our operations and subject us to possible sanctions, civil lawsuits (including class action or similar representative lawsuits) and other penalties; such laws and regulations are continually evolving. Our or our platform and service providers' actual or perceived failure to comply with these laws and regulations could harm our business. We collect, process, store, use and share data, some of which contains personal information, including the personal information of our players. Our business is therefore subject to a number of federal, state, local and foreign laws, regulations, regulatory codes and guidelines governing data privacy, data protection and security, including with respect to the collection, storage, use, processing, transmission, sharing and protection of personal information. Such laws, regulations, regulatory codes and guidelines may be inconsistent across jurisdictions or conflict with other rules. The scope of data privacy and security regulations worldwide continues to evolve. **While the European Union's General Data Protection Regulation (GDPR) has been a significant piece of legislation, and we believe that the adoption of increasingly restrictive regulations in this area is likely within the United States and other jurisdictions. For example, in 2018, California enacted the California Consumer Privacy Act ("CCPA"), which became effective on January 1, 2020. The CCPA gives California residents new rights to access and require deletion of their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is collected, used, and shared. The CCPA provides for civil penalties for violations, as well as a private right of action for security breaches that may increase security breach litigation. The effects of the these CCPA state laws are significant and have required, and could continue to require, us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply. Further, some observers have noted that the there CCPA could mark currently are a number of additional proposals related to data privacy or security pending before federal, state, and foreign legislative and regulatory bodies and the there beginning of appears to be a trend toward towards more stringent state privacy legislation in the U. S., which could increase our potential liability and adversely affect our business. Further, in November 2020 there continues to be expansions of privacy laws and guidance worldwide. For instance, California voters passed the California Privacy Rights Act, or CPRA, . The CPRA significantly expands expanded the CCPA, including by introducing additional obligations such as data minimization and storage limitations, granting additional rights to consumers, such as correction of personal information and additional opt-out rights, and creates creating a new entity, the California Privacy Protection Agency, to implement and enforce the law. Further Various U. S. states' privacy laws including in Indiana , there currently Kentucky, Maryland, Minnesota, Rhode Island, and Tennessee are also due a number of additional proposals related to go into effect in 2025 and 2026. data Data privacy or security pending before federal, state, and foreign legislative and regulatory bodies and a number of U. S. states have adopted consumer protection Protection laws similar to the CCPA. This legislation may add additional complexity, variation in requirements, restrictions and potential legal risk, require additional investment in resources to compliance programs, and could impact strategies and availability of previously useful data and could result in increased compliance costs and / or changes in business practices and policies. Further, the European Union has adopted comprehensive data privacy and security regulations. The European Union's Regulation (EU) 2016 / 679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95 / 46 / EC (General Data Protection Regulation), or the GDPR , which became effective in May 2018, imposes strict requirements on controllers and processors of personal data in the European Economic Area, or EEA, including, for example, higher standards**

for obtaining consent from individuals to process their personal data, more robust disclosures to individuals and a strengthened individual data rights regime, and shortened timelines for data breach notifications. The GDPR created compliance obligations applicable to our business and some of our players, which could require us to self-determine how to interpret and implement these obligations, change our business practices and expose us to lawsuits (including class action or similar representative lawsuits) by consumers or consumer organizations for alleged breach of data protection laws. The GDPR increases financial penalties for noncompliance (including possible fines of up to 4 % of global annual revenues for the preceding financial year or € 20 million (whichever is higher) for the most serious violations). The United Kingdom operates a separate but similar regime to the European Union that allows for fines of up to the greater of £ 17.5 million or 4 % of the total worldwide annual turnover of the preceding financial year. **EU countries may also have their own data protections laws in addition to the GDPR.** Further, ~~beginning January 1, 2021, we were~~ **are** required to comply with the GDPR and also the United Kingdom GDPR (UK GDPR), which, together with the amended United Kingdom Data Protection Act 2018, retains the GDPR in United Kingdom national law. These laws and regulations lead to additional costs and increase our overall risk exposure. In recent years, the United States and European lawmakers and regulators have expressed concern over electronic marketing and the use of third-party cookies, web beacons and similar technology for online behavioral advertising. In the European Union, marketing is defined broadly to include any promotional material and the rules specifically on e-marketing are currently set out in the ePrivacy Directive which will be replaced by a new ePrivacy Regulation. While the ePrivacy Regulation was originally intended to be adopted in May 2018 (alongside the GDPR), it is still going through the European legislative process. The current draft of the ePrivacy Regulation imposes strict opt-in e-marketing rules with limited exceptions for business-to-business communications and significantly increases fining powers to the same levels as the GDPR. Regulation of cookies and web beacons may lead to broader restrictions on our online activities, including efforts to understand followers' internet usage and promote ourselves to them. **Additionally, some states in the U. S. have wiretapping type laws, for instance the California Invasion of Privacy Act ("CIPA"), which plaintiffs' lawyers have recently begun applying to online data collection via cookies and similar technologies, with some courts claiming such practices constitute illegal eavesdropping without consent. CIPA requires "opt-in" consent, making it difficult to argue consent was given without mechanisms like opt in cookie banners. These laws are separate from state privacy laws like the CCPA or CPRA, and despite being drafted before the internet era, are being applied to online activities by certain plaintiffs' lawyers, which potentially pose a risk to online businesses like us.** Israel ~~also~~ **has also implemented** data protection laws and regulations, including the Israeli Protection of Privacy Law, 5741-1981, or the PPL. The PPL imposes certain obligations on the owners of databases containing personal data, including, e.g., a requirement to register databases with certain characteristics, an obligation to notify data subjects of the purposes for which their personal data is collected and processed and of the disclosure of such data to third parties, a requirement to respond to certain requests from data subjects to access, rectify, and / or delete personal data relating to them and an obligation to maintain the security of personal data. In addition, the Protection of Privacy Regulations (Data Security), 5777-2017, ~~that entered into force in May 2018, impose~~ **imposes** comprehensive data security requirements on the processing of personal data. The Protection of Privacy Regulations (Transfer of Data to Overseas Databases), 5761-2001, further impose certain conditions on cross-border transfers of personal data from databases in Israel. **A significant amendment to the PPL was recently enacted and will take effect in August 2025. This amendment enhances the enforcement authority of the Israeli data protection regulator, expands the provisions in the law which can be subject to statutory damages, and introduces new obligations on organizations, including for example the mandatory appointment of a Data Protection Officer (DPO) in certain circumstances.** Certain violations of the PPL are considered a criminal and / or a civil offense and could expose the violating entity to criminal, administrative, and financial sanctions, as well as to civil actions. Additionally, the Israel Privacy Protection Authority, or the Privacy Protection Authority, may issue a public statement that an entity violated the PPL, and such a determination could potentially be used against such entity in civil litigation. The Israeli Ministry of Justice has ~~also~~ **introduced further expected** amendments to the PPL designed, among other things, to enhance the Privacy Protection Authority's investigative and enforcement powers (including powers to impose fines) and to broaden data subject rights. **Other examples of evolving data privacy and security regulations around the world include the Indian draft Digital Personal Data Protection Rules which is open for public comment at present and the recently enacted Personal Data Protection Bill in Indonesia.** Regarding transfers to the United States of personal data (as such term is used in the GDPR and applicable EU member state legislation) about our staff, European users, and other third parties, we utilize certain standard contractual clauses approved by the EU Commission (the SCCs). The SCCs and other cross-border data transfer mechanisms have been the subject of legal challenges and regulatory scrutiny in the past and may face additional legal challenges or be the subject of additional legislative activity and regulatory guidance. ~~We~~ **Revised SCC's are anticipated in 2025 whereby we** may need to implement different or additional measures to establish or maintain legitimate means for the transfer and receipt of personal data from the European Economic Area, Switzerland and the United Kingdom to the United States (and other countries), and we may, in addition to other impacts, experience additional costs associated with increased compliance burdens, and we face the potential for regulators to apply different standards to the transfer of personal data from the European Economic Area, Switzerland and the United Kingdom to the United States (and other countries), and to block, or require verification of measures taken with respect to, certain data flows from the European Economic Area, Switzerland and the United Kingdom to the United States (and other countries). We also may be required to engage in contract negotiations with third parties that aid in processing data on our behalf, to the extent that any of our service providers or consultants have been relying on invalidated or insufficient transfer mechanisms (including the EU-U.S. Privacy Shield and / or contractual protections) for compliance with evolving interpretations of and guidance for cross-border data transfers pursuant to the GDPR, Swiss privacy laws, and UK privacy laws. In such cases, we may not be able to find alternative service providers which could limit our ability to process personal data from the European Economic Area, Switzerland, or the United Kingdom and increase

our costs and / or impact our games or other offerings. We may face a risk of enforcement actions by data protection authorities in the European Economic Area, Switzerland and the United Kingdom relating to personal data transfers. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel, and adversely affect our business, financial condition, and results of operations. Efforts to comply with these and other data privacy and security restrictions that may be enacted could require us to modify our data processing practices and policies and increase the cost of our operations. Failure to comply with such restrictions could subject us to criminal and civil sanctions and other penalties. In part due to the uncertainty of the legal climate, complying with regulations, and any applicable rules or guidance from regulatory authorities or self-regulatory organizations relating to privacy, data protection, information security and consumer protection, may result in substantial costs and may necessitate changes to our business practices, which may compromise our growth strategy, adversely affect our ability to attract or retain players, and otherwise adversely affect our business, reputation, legal exposure, financial condition and results of operations. Any failure or perceived failure by us to comply with our posted privacy policies, our privacy-related obligations to players or other third parties, or any other legal obligations or regulatory requirements relating to privacy, data protection, or information security may result in governmental investigations or enforcement actions, litigation, claims (including class actions), or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our players to lose trust in us, and otherwise materially and adversely affect our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to us may limit the adoption and use of, and reduce the overall demand for, our games. Additionally, if third parties we work with, such as our service providers or data sharing partners, violate applicable laws, regulations, or agreements, such violations may put our players' and / or employees' data at risk, could result in governmental investigations or enforcement actions, fines, litigation, claims (including class action claims) or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our players to lose trust in us and otherwise materially and adversely affect our reputation and business. Further, public scrutiny of, or complaints about, technology companies or their data handling or data protection practices, even if unrelated to our business, industry or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks. While most of our games do not primarily target children under 18 years of age as their primary audience, the FTC, as well as consumer organizations, may consider that the characteristics of several of our games attract children under 13 years of age. The U. S. Children's Online Privacy Protection Act, or COPPA, regulates the collection, use and disclosure of personal information from children under 13 years of age. The FTC has taken action against another other gaming company companies relating to children's privacy, for example and in December 2022, Epic Games, the maker of the popular game Fortnite, agreed to pay a \$ 275 million fine for alleged violations of COPPA as well as take other corrective actions. While none of our games are directed at children under 13 years of age, if COPPA were to apply to us, failure to comply with the developer having COPPA may increase our costs, subject us to expensive, among other things, agree to enter into a ten-year compliance monitoring program and pay a distracting government investigations and could result in substantial fines- fine of \$ 20 million. Although we have taken measures to identify which of our games are may be subject to COPPA due to their child-appealing nature and to comply with COPPA with respect to those games, if COPPA were to apply to us in a manner other than we have assessed or prepared for, our actual or alleged failure to comply with COPPA may increase our costs, subject us to expensive and distracting lawsuits or government investigations, could result in substantial fines or civil damages and could cause us to temporarily or permanently discontinue certain games or certain features and functions in games. These laws around While most of our games do not primarily target children under 18 years of age, s privacy continue to evolve globally. For example, in the US, the FTC has recently proposed updates to COPPA and there have been federal proposals for new bills such as the Children and Teens' Online Privacy Protection Act (COPPA 2.0) and the Kids Online Safety Act (KOSA). At the state level, states have enacted their own laws and codes such as California's recently enacted Age-Appropriate Design Code Act. The United Kingdom enacted the "Age Appropriate Design Code" (commonly referred to as the "Children's Code"), a statutory code of practice pursuant to the United Kingdom Data Protection Act 2018. This code came into force on September 2, 2020, and became enforceable on September 2, 2021. The code requires online services, including our games that are likely to be accessed by children under 18, to put the best interests of the child's privacy first in the design, development and data-related behavior of the game. The UK government is has also introduced separately consulting on legislation in relation to user safety online - the Online Safety Act 2023. The Data Protection Commission in Ireland published its Fundamentals for a Child-Oriented Approach to Data Processing, introducing certain child-specific data protection measures. It is possible that other countries within and outside the European Union will follow with their own codes or guidance documents relating to processing personal information from children or in relation to online harms; currently, other countries are considering or have issued drafts of similar codes, including: France, Denmark, Switzerland and multiple U. S. Federal and State bills such as COPPA 2.0 and KOSA. These may result in substantial costs and may necessitate changes to our business practices which may compromise our growth strategy, adversely affect our ability to attract, monetize or retain players, and otherwise adversely affect our business, reputation, legal exposures, financial condition and results of operations. In addition, in some cases, we are dependent upon our platform providers to solicit, collect and provide us with information regarding our players that is necessary for compliance with these various types of regulations. Our business, including our ability to operate and expand internationally, could be adversely affected if laws or regulations are adopted, interpreted or implemented in a manner that is inconsistent with our current business practices and that require changes to these practices, the design of our games, features or our privacy policy. These platform providers may dictate rules, conduct or technical features that do not properly comply with federal, state,

local and foreign laws, regulations and regulatory codes and guidelines governing data privacy, data protection and security, including with respect to the collection, storage, use, processing, transmission, sharing and protection of personal information and other consumer data. In addition, these platforms may dictate rules, conduct or technical features relating to the collection, storage, use, transmission, sharing and protection of personal information and other consumer data, which may result in substantial costs and may necessitate changes to our business practices, which in turn may compromise our growth strategy, adversely affect our ability to attract, monetize or retain players, and otherwise adversely affect our business, reputation, legal exposures, financial condition and results of operations. Any failure or perceived failure by us to comply with these platform-dictated rules, conduct or technical features may result in platform- led investigations or enforcement actions, litigation, or public statements against us, which in turn could result in significant liability or temporary or permanent suspension of our business activities with these platforms, cause our players to lose trust in us, and otherwise compromise our growth strategy, adversely affect our ability to attract, monetize or retain players, and otherwise adversely affect our business, reputation, legal exposures, financial condition and results of operations. Player interaction with our games is subject to our privacy policy and terms of service. If we fail to comply with our posted privacy policy or terms of service or if we fail to comply with existing privacy- related or data protection laws and regulations, it could result in proceedings or litigation against us by governmental authorities or others, which could result in fines or judgments against us, damage our reputation, impact our financial condition and harm our business. If regulators, the media or consumers raise any concerns about our privacy and data protection or consumer protection practices, even if unfounded, this could also result in fines or judgments against us, damage our reputation, and negatively impact our financial condition and damage our business. In the area of information security and data protection, many jurisdictions have passed laws requiring notification when there is a security breach involving personal data or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. Our security measures and standards may not be sufficient to protect personal information and we cannot guarantee that our security measures will prevent security breaches. A security breach that compromises personal information could harm our reputation and result in a loss of player and / or employee confidence in our games and ultimately in a loss of players, which could adversely affect our business and impact our financial condition. A security breach could also involve loss or unavailability of business- critical data and could require us to spend significant resources to mitigate and repair the breach, which in turn could compromise our growth and adversely affect our ability to attract, monetize or retain players. These risks could also subject us to liability under applicable security breach- related laws and regulations and could result in additional compliance costs, costs related to regulatory inquiries and investigations, and an inability to conduct our business.

Risks Related to Intellectual Property

Our business depends on the protection of our intellectual property rights and proprietary information. If we are unable to obtain, maintain and enforce intellectual property protection for our games, or if the scope of intellectual property protection is not sufficiently broad, others may be able to develop and commercialize games substantially similar to ours, and our ability to successfully commercialize our games may be compromised. We believe that our success depends, in part, on protecting our owned and licensed intellectual property rights in the United States and in foreign countries, and we strive to protect such intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. Our intellectual property includes certain trademarks, copyrights, patents, and trade secrets relating to our games or technology we operate, and proprietary or confidential information that is not subject to formal intellectual property protection. Our success may depend, in part, on our and our licensors' ability to protect the trademarks, trade dress, names, logos or symbols under which we market our games and to obtain and maintain patent, copyright, trade secret and other intellectual property protection for the technologies, designs, software and innovations used in our games and our business. Though we own certain patents and patent applications relating to our technology and games, it is possible that third parties, including our competitors, may develop similar technology that is not within the scope of our patents, which would limit the competitive advantage of our patented technology, or obtain patents relating to technologies that overlap or compete with our technology. If third parties obtain patent protection with respect to such technologies, they may assert that our technology infringes their patents and seek to charge us a licensing fee or otherwise preclude the use of our technology. We have pursued and continue to pursue the filing of patents and registration of trademarks in the United States and certain foreign jurisdictions, a process that is expensive and time- consuming and may not be successful. We may not be able to obtain protection for our intellectual property rights and even if we are successful in obtaining effective patent, trademark and copyright protection, it is expensive to maintain these rights and the costs of defending our rights could be substantial. Moreover, our failure to develop and properly manage new intellectual property could hurt our market position and business opportunities. Furthermore, changes to intellectual property laws may jeopardize the enforceability and validity of our intellectual property portfolio and harm our ability to obtain intellectual property protection. In addition, we cannot assure you that we will be able to maintain consumer value in our trademarks, copyrights or other intellectual property rights in our technologies, designs, software and innovations, and the measures we take to protect our intellectual property rights may not provide us with a competitive advantage. If we are unable to adequately protect our intellectual property and other proprietary rights, our competitive position and our business could be harmed. Any of our owned or licensed intellectual property rights could be challenged, invalidated, circumvented, infringed, misappropriated or violated, our trade secrets and other confidential information could be disclosed in an unauthorized manner to third parties, or our intellectual property rights may not be sufficient to permit us to take advantage of current market trends, which could result in competitive harm. For example, in December 2016, a trademark infringement lawsuit was filed in Canadian court by Enigmatus s. r. o. against Playtika Ltd. and **Caesars Entertainment, Inc. (CIE)** regarding our use of the Slotomania trademarks, which remains pending. See “**Business — Legal Proceedings.**” Additionally, in October 2020, a patent infringement claim, NEXRF Corp. v. Playtika Ltd., Playtika Holding Corp. and Caesars Interactive Entertainment LLC, was filed against Playtika Holding Corp., Playtika Ltd., our subsidiary, and CIE in U. S. District Court, District of Nevada alleging infringement of certain patents related to plaintiff' s games. **Although both of these matters were ultimately dismissed in our favor, it is possible that**

future infringement claims could require us to pay damages or other costs or impose restrictions on certain actions such as the marketing of certain products or use of certain intellectual property rights. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. We rely on trade secrets and proprietary knowledge to protect our unpatented know-how, technology and other proprietary information and to maintain our competitive position. We enter into confidentiality agreements with our employees and independent contractors regarding our trade secrets and proprietary information in order to limit access to, and disclosure and use of, our proprietary information, but we cannot guarantee that we have entered into such agreements with each party that may have or have had access to our trade secrets or proprietary information. Further, we cannot assure you that the obligation to maintain the confidentiality of our trade secrets and proprietary information will be honored. Any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive, and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. 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, which could harm our competitive position, business, financial condition, results of operations, and prospects. We may be subject to claims that our employees, consultants, or advisors have wrongfully used or disclosed alleged trade secrets of their current or former employers or claims asserting ownership of what we regard as our own intellectual property. Many of our employees, consultants, and advisors are currently or were previously employed at other companies in our field, including our competitors or potential competitors. Although we try to ensure that our employees, consultants, and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's current or former employer. Litigation may be necessary to defend against these claims. 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. In addition, while it is our policy to require our employees and contractors who may be involved in the conception or development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who, in fact, conceives or develops intellectual property that we regard as our own. The assignment of intellectual property rights may not be self-executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects. We may become involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful. Third parties, including our competitors, could be infringing, misappropriating or otherwise violating our intellectual property rights. Monitoring unauthorized use of our intellectual property is difficult and costly. The steps we have taken to protect our proprietary rights may not be adequate to enforce our rights against infringement, misappropriation or other violation of our intellectual property. We may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Any inability to meaningfully enforce our intellectual property rights could harm our ability to compete and reduce demand for our games. In the future, we may make claims of infringement against third parties or make claims that third-party intellectual property rights are invalid or unenforceable. These claims could: • cause us to incur greater costs and expenses in the protection of our intellectual property; • potentially negatively impact our intellectual property rights, for example, by causing one or more of our intellectual property rights to be ruled or rendered unenforceable or invalid; or • divert management's attention and our resources. In any lawsuit we bring to enforce our intellectual property rights, a court may refuse to stop the other party from using the technology at issue on grounds that our intellectual property rights do not cover the technology in question. Further, in such proceedings, the defendant could counterclaim that our intellectual property is invalid or unenforceable and the court may agree, in which case we could lose valuable intellectual property rights. The outcome in any such lawsuits are unpredictable. Litigation or other legal proceedings relating to intellectual property claims, even if resolved in our favor, may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions, or other interim proceedings or developments, and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Uncertainties resulting from the initiation and continuation of intellectual property proceedings could harm our ability to compete in the marketplace. In addition, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects. Failure to renew our existing brand and content licenses on favorable terms or at all and to obtain additional licenses would impair our ability to introduce new games, improvements or enhancements or to continue to offer our current games based on third-party content and make their brands and content available. We license certain intellectual property rights from third parties, and in the future we may enter into additional agreements that provide us with licenses to valuable intellectual property rights or technology. ~~In particular~~ **For example**, we license intellectual property rights related to our Caesars Slots and World Series of Poker games from CIE **and NSUS Group Inc., respectively**. Combined revenues derived from these games accounted for **11.6% and** 12.7% ~~and 14.1%~~ of our revenues in each of the years ended December, **2024 and 2023** ~~and 2022~~, respectively. **More recently**,

in December 2024, we announced a license deal with IGT for slot content for our slot- themed games. We may license additional intellectual property in the future which may be material to our business. Even if games based on licensed content or brands remain popular, any of our licensors could decide not to renew our existing licenses or not to license additional intellectual property rights to us and instead license to our competitors or develop and publish its own games or other applications, competing with us in the marketplace. Many of these licensors already develop games for other platforms and may have significant experience and development resources available to them should they decide to compete with us rather than license to us. **CE-NSUS Group** has granted us an exclusive, worldwide and royalty- bearing license to certain intellectual property associated with World Series of Poker through September 23, 2031, and **CIE granted us** an exclusive, worldwide and royalty- bearing sublicense to certain trademarks and domain names associated with Caesars Slots through December 31, 2026. The trademarks and domain names associated with Caesars Slots were licensed to CIE from Caesars Entertainment Operating Company, Inc., or CEOC, and certain of its affiliates. These licenses permit the development, design, manufacture, offering for sale, advertising, promotion, distribution, sale, and use of Caesars Slots and World Series of Poker games for social gaming. The Caesars Slots license includes non- competition provisions that prevent us from entering into marketing arrangements with other casino companies. Increased competition for licenses may lead to larger guarantees, advances and royalties that we must pay to our licensors when the terms of such licenses expire, which could significantly increase our cost of revenue and cash usage. We may be unable to renew these licenses or to renew them on terms favorable to us, and we may be unable to secure alternatives in a timely manner. Failure to maintain or renew our existing licenses or to obtain additional licenses would impair our ability to introduce new games or to continue to offer our current games, which would materially harm our business, results of operations and financial condition. If we breach our obligations under existing or future licenses, we may be required to pay damages and our licensors might have the right to terminate the license or change an exclusive license to a non- exclusive license. Termination by a licensor would cause us to lose valuable rights and could inhibit our ability to commercialize future games, which would harm our business, results of operations and financial condition. In addition, certain intellectual property rights may be licensed to us on a non- exclusive basis. The owners of nonexclusively licensed intellectual property rights are free to license such rights to third parties, including our competitors, on terms that may be superior to those offered to us, which could place us at a competitive disadvantage. Moreover, our licensors may own or control intellectual property rights that have not been licensed to us and, as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensor' s rights. In addition, the agreements under which we license intellectual property rights or technology from third parties are generally complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology or increase what we believe to be our financial or other obligations under the relevant agreement. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects. In the future, we may identify additional third- party intellectual property rights we may need to license in order to engage in our business, including to develop or commercialize new games. However, such licenses may not be available on acceptable terms or at all. The licensing or acquisition of third- party intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third- party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater development or commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. Even if such licenses are available, we may be required to pay the licensor substantial royalties based on our net sales. Moreover, such licenses may be non- exclusive, which could give our competitors access to the same intellectual property rights licensed to us. If we are unable to enter into the necessary licenses on acceptable terms or at all, if any necessary licenses are subsequently terminated, if our licensors fail to abide by the terms of the licenses, if our licensors fail to prevent infringement by third parties, or if the licensed intellectual property rights are found to be invalid or unenforceable, our business, financial condition, results of operations, and prospects could be materially and adversely affected. Even if we are successful in gaining new licenses or extending existing licenses, we may fail to anticipate the entertainment preferences of our players when making choices about which brands or other content to license. If the entertainment preferences of players shift to content or brands owned or developed by companies with which we do not have relationships, we may be unable to establish and maintain successful relationships with these developers and owners, which would materially harm our business, results of operations and financial condition. In addition, some rights are licensed from licensors that have or may develop financial difficulties and may enter into bankruptcy protection under U. S. federal law or the laws of other countries. In particular, CEOC operates in an industry that is vulnerable to changing economic conditions. For example, in 2015, CEOC filed for bankruptcy. If CEOC were to file for bankruptcy again or if any of our licensors files for bankruptcy, our licenses might be impaired or voided, which could materially harm our business, results of operations and financial condition. We use open source software in connection with certain of our games, which may pose particular risks to our proprietary software, games and services in a manner that could have a negative impact on our business. We use open source software in connection with our technology and games. The original developers of the open source code **generally** provide no warranties on such code and open source software may have unknown bugs, malfunctions and other security vulnerabilities which could impact the performance and information security of our technology. Some open source software licenses require those who distribute open source software as part of their proprietary software to publicly disclose all or part of the source code to such software and / or make available any derivative works of the open source code on unfavorable terms or at no cost. From time to time, we may face claims from the copyright holders of open source software alleging copyright infringement and breach of contract for failure to meet the open source license terms, such as the failure to publicly disclose our proprietary code that is a derivative work of the open source software. Additionally, the copyright holders of open source software could demand release of the source code of any of our proprietary code that is a derivative work of the open source software, or otherwise seek

to enforce, have us specifically perform, or recover damages for the alleged infringement or breach of, the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our games. The terms of various open source licenses have been interpreted by courts to a very limited extent, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions, obligations or restrictions on our use of the open source software. We monitor our use of open source software and try to use open source software in a manner that complies with the terms of the open source licenses while at the same time not requiring the disclosure of the source code of our proprietary software. Our failure to comply with the terms of the open source licenses could require us to replace certain code used in our games, pay a royalty or license fee to use some open source code, make the source code of our games publicly available, pay damages for copyright infringement or breach of contract of open source licenses, or temporarily or permanently discontinue certain games. The above risks could have a material adverse effect on our competitive position, business, reputation, legal exposures, financial condition, results of operations, and prospects. The intellectual property rights of others may prevent us from developing new games and services or entering new markets or may expose us to liability or costly litigation. Our success depends in part on our ability to continually adapt our games to incorporate new technologies, as well as intellectual property related to game mechanics and procedures, and to expand into markets that may be created by these new developments. If technologies are protected by the intellectual property rights of others, including our competitors, we may be prevented from introducing games based on these technologies or expanding into markets created by these technologies. We cannot assure you that our business activities and games will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us. We have in the past and may in the future be subject to litigation alleging that we have infringed the trademarks, copyrights, patents and other intellectual property rights of third parties, including our competitors, non-practicing entities and former employers of our personnel. For example, in December 2016, a trademark infringement lawsuit was filed in Canadian court by Enigmatus s. r. o. against Playtika Ltd. and CIE regarding our use of the Slotomania trademarks, ~~which remains pending.~~ See “**Business — Legal Proceedings.**” In addition, on October 26, 2020, a patent infringement lawsuit was filed in the U. S. District Court, District of Nevada against Playtika Holding Corp., Playtika Ltd. and CIE regarding our use of certain patents related to certain of the defendant’s games. ~~A~~ **Although both of these claims were ultimately dismissed in our favor, a** successful claim of infringement by a third party against us, our games or one of our licensees in connection with the use of our technologies, game mechanics or procedures, or an unsuccessful claim of infringement made by us against a third party or its products or games, could adversely affect our business or cause us financial harm. Any such claim and any resulting litigation, should it occur, could: • be expensive and time consuming to defend or require us to pay significant amounts in damages; • result in invalidation of our proprietary rights or render our proprietary rights unenforceable; • cause us to cease making, licensing or using games that incorporate the applicable intellectual property; • require us to redesign, reengineer or rebrand our games or limit our ability to bring new games to the market in the future; • require us to enter into costly or burdensome royalty, licensing or settlement agreements in order to obtain the right to use a product or process; • impact the commercial viability of the games that are the subject of the claim during the pendency of such claim; or • require us to stop selling the infringing games. If any of our technologies or games are found to infringe, misappropriate or otherwise violate a third party’s intellectual property rights, we could be required to obtain a license from such third party to continue commercializing or using such technology or game. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be non-exclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. We could also be forced, including by court order, to cease the commercialization or use of the violating technology or game. Accordingly, we may be forced to design around such violated intellectual property, which may be expensive, time-consuming or infeasible. In addition, we could be found liable for significant monetary damages, including treble damages and attorneys’ fees, if we are found to have willfully infringed a patent or other intellectual property right. Claims that we have misappropriated the confidential information or trade secrets of third parties could similarly harm our business. If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement, misappropriation or violation claims against us, such payments, costs or actions could have a material adverse effect on our competitive position, business, financial condition, results of operations, and prospects. We may not be able to enforce our intellectual property rights throughout the world. We may be required to protect our proprietary technology and content in an increasing number of jurisdictions, a process that is expensive and may not be successful, or which we may not pursue in every location. Filing, prosecuting, maintaining, defending, and enforcing our intellectual property rights in all jurisdictions throughout the world would be prohibitively expensive, and our intellectual property rights in some jurisdictions outside the United States may be less extensive than those in the United States. Competitors may use our technologies in jurisdictions where we have not obtained protection to develop their own games and, further, may export otherwise violating games to territories where we have protection but enforcement is not as strong as that in the United States. These games may compete with our games, and our intellectual property rights may not be effective or sufficient to prevent such competition. In addition, the laws of some foreign jurisdictions do not protect proprietary rights to the same extent as the laws of the United States, and many companies have encountered significant challenges in establishing and enforcing their proprietary rights outside of the United States. These challenges can be caused by the absence or inconsistency of the application of rules and methods for the establishment and enforcement of intellectual property rights outside of the United States. In addition, the legal systems of some jurisdictions, particularly developing countries, do not favor the enforcement of intellectual property protection. This could make it difficult for us to stop the infringement, misappropriation or other violation of our intellectual property rights. Accordingly, we may choose not to seek protection in certain jurisdictions, and we will not have the benefit of protection in such jurisdictions. Proceedings to enforce our intellectual property rights in foreign jurisdictions could result in substantial costs and divert our

efforts and attention from other aspects of our business. Accordingly, our efforts to protect our intellectual property rights in such jurisdictions may be inadequate. In addition, changes in the law and legal decisions by courts in the United States and foreign jurisdictions may affect our ability to obtain adequate protection for our games. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects. If our trademarks and trade names are not adequately protected, we may not be able to build name recognition in our markets of interest and our competitive position may be harmed. The registered or unregistered trademarks or trade names that we own may be challenged, infringed, circumvented, declared generic, lapsed or determined to be infringing on or dilutive of other trademarks. We may not be able to protect our rights in these trademarks and trade names, which we need in order to build name recognition. In addition, third parties have filed, and may in the future file, for registration of trademarks similar or identical to our trademarks, thereby impeding our ability to build brand identity and possibly leading to market confusion. If they succeed in registering or developing common law rights in such trademarks, and if we are not successful in challenging such third-party rights, we may not be able to use these trademarks to develop brand recognition of our games. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively, which could harm our competitive position, business, financial condition, results of operations and prospects.

General Risks The price of our common stock **is volatile and** may fluctuate substantially. The market price of our common stock has been volatile since our initial public offering in January 2021, with a low of \$ **7.61-25** and high of \$ 36.06. The market price of our common stock may continue to be highly volatile and may fluctuate or decline substantially as a result of a variety of factors, some of which are beyond our control or are related in complex ways, including:

- changes in analysts' estimates, investors' perceptions, recommendations by securities analysts or our failure to achieve analysts' estimates;
- quarterly variations in our or our competitors' results of operations;
- periodic fluctuations in our revenues, which could be due in part to the way in which we recognize revenues;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- future sales of our common stock or other securities, by us or our stockholders, as well as the anticipation of lock-up releases or lock-up waivers;
- the trading volume of our common stock;
- general market conditions and other factors unrelated to our operating performance or the operating performance of our competitors;
- changes in operating performance and stock market valuations of other technology and entertainment companies generally, or those in the games industry in particular;
- actual or anticipated changes in regulatory oversight of our industry;
- the loss of key personnel, including changes in our board of directors and management;
- programming errors or other problems associated with our products;
- legislation or regulation of our market;
- lawsuits threatened or filed against us, including litigation by current or former employees alleging wrongful termination, sexual harassment, whistleblower or other claims;
- the announcement of new games, products or product enhancements by us or our competitors;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- announcements related to patents issued to us or our competitors and related litigation;
- **actions of announcements by and transactions involving** our stockholders, including **our majority stockholder** Playtika Holding UK; and
- developments in our industry.

In recent years, the stock markets generally have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of listed companies. Broad market and industry factors may significantly affect the market price of our common stock, regardless of our actual operating performance. In addition, in the past, stockholders have instituted securities class action litigation following periods of market volatility. **On For example, on** November 23, 2021, the Company, its directors and certain of its officers were named in a putative class action lawsuit filed in the United States District Court for the Eastern District of New York (Bar-Asher v. Playtika Holding Corp. et al.). The complaint **is allegedly brought on behalf of a class of purchasers of the Company's securities between January 15, 2021 and November 2, 2021, and** alleges violations of federal securities laws arising out of alleged misstatements or omissions by the defendants during the alleged class period. **The amended complaint alleges violations of Section 11 and 15 of the Securities Act of 1933** and seeks, among other things, damages and attorneys' fees and costs on behalf of the putative class. See "Business — Legal Proceedings." Any securities class action litigation could subject us to substantial costs, divert resources and the attention of management from our business and harm our business, results of operations, financial condition and reputation. These factors may materially and adversely affect the market price of our common stock. Securities analysts may not publish favorable research or reports about our business or may publish no information at all, which could cause our stock price or trading volume to decline. Our stock price and trading volume may be heavily influenced by the way analysts and investors interpret our financial information and other disclosures. If securities or industry analysts do not publish research or reports about our business, delay publishing reports about our business, or publish negative reports about our business, regardless of accuracy, our common stock price and trading volume could decline. The trading market for our common stock is influenced to some extent by the research and reports that industry or financial analysts publish about us and our business. We do not control these analysts. The analysts who publish information about our common stock may have had relatively little experience with us or our industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. In the event we obtain securities or industry analyst coverage, if any of the analysts who cover us provide inaccurate or unfavorable research or issue an adverse opinion regarding our stock price, our stock price could decline. If one or more of these analysts cease coverage of us or fail to publish reports covering us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline. Even if our common stock is actively covered by analysts, we do not have any control over the analysts or the measures that analysts or investors may rely upon to forecast our future results. Over-reliance by analysts or investors on any particular metric to forecast our future results may lead to forecasts that differ significantly from our own. If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below our publicly announced guidance or the expectations of securities analysts

and investors, resulting in a decline in the market price of our common stock. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenues and expenses that are not readily apparent from other sources. If our assumptions change or if actual circumstances differ from our assumptions, our results of operations may be adversely affected and could fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock. A significant portion of our total outstanding shares may be sold into the market in the near future. This could cause the market price of our common stock to drop significantly, even if our business is doing well. Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell their shares, could result in a decrease in the market price of our common stock, including in connection with potential future offerings. On January 24, 2022, we and our largest shareholder, Playtika Holding UK, announced that Playtika Holding UK had decided to explore options for a potential sale of a portion of the shares of our common stock held by Playtika Holding UK, which may include by means of private placements, public offerings or other transactions. The determination by Playtika Holding UK to conduct any such potential transactions, and the timing thereof, are uncertain and may depend on, among various factors, the price and terms of any such potential transactions, general market and economic conditions and the outcome of any negotiations among the applicable parties. There can be no assurance that the aforementioned explorations of potential transactions will lead to any transactions being agreed or consummated by Playtika Holding UK, and it is possible that the consummation of any such possible transactions could negatively affect the price of our common stock. On June 28, 2022, Playtika Holding UK announced on Schedule 13D that Playtika Holding UK had entered into a Stock Purchase Agreement (the “ Playtika Holding UK – Joffre SPA ”), dated as of June 27, 2022, with Joffre Palace Holdings Limited (“ Joffre ”), pursuant to which, among other things, Joffre agreed to acquire 106, 102, 467 shares (the “ Purchased Shares ”) of the common stock of the Company from Playtika Holding UK, subject to certain terms and conditions. On January 3, 2023, Playtika Holding UK announced on Schedule 13D that on January 1, 2023, Playtika Holding UK notified Joffre that it was terminating the Playtika Holding UK – Joffre SPA. **On Schedule 13Ds filed on September 20, 2024 and November 27, 2024, Playtika Holding UK announced that it had entered into pledge agreements pursuant to which Playtika Holding UK pledged almost 200, 000, 000 shares of our common stock to secure certain loan obligations. In addition, the sale of our common stock on the open market by our majority stockholder or other significant stockholder may have in the past and may in the future adversely affect our share price. For example, Playtika Holding UK recently sold over 2, 500, 000 shares of our common stock in a series of transactions in November and December 2024.** Playtika Holding UK may elect to enter into similar transactions in the future, which could similarly potentially negatively affect the price of our common stock. Provisions in our corporate charter documents and under Delaware law could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management. Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, 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. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include that: • our board of directors has the exclusive right to expand the size of our board of directors and to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors; • after the date on which Playtika Holding UK and its affiliates cease to beneficially own, in the aggregate, more than 50 % in voting power of our stock entitled to vote generally in the election of directors (a “ Triggering Event ”), our board of directors will be divided into three classes, Class I, Class II and Class III, with each class serving staggered three- year terms, which may delay the ability of stockholders to change the membership of a majority of our board of directors; • after a Triggering Event, our stockholders may not act by written consent, which will force stockholder action to be taken at an annual or special meeting of our stockholders; • a special meeting of stockholders may be called only by the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; • our amended and restated certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; • our board of directors may alter our bylaws without obtaining stockholder approval; • the required approval of the holders of at least two- thirds of the shares entitled to vote at an election of directors to adopt, amend or repeal our bylaws or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors; • stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders’ meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror’ s own slate of directors or otherwise attempting to obtain control of our company; and • our board of directors is authorized to issue shares of preferred stock and to determine the terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer. Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15 % of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction

in which the person acquired in excess of 15 % of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. There are no assurances that we will pay dividends in the future. Although we recently announced that our board of directors adopted a dividend policy to issue dividends on a quarterly basis, there are no assurances that we will pay dividends in the future. Our ability to pay dividends is limited to our assets legally available for distribution, and may be adversely affected upon the occurrence of any of the risks described herein. Furthermore, our payment of dividends is also subject to compliance with restrictions contained in our current and future debt arrangements, and any preferred stock we may issue in the future. Any future dividends, and the amounts of such dividends, will be paid only at the discretion of our board of directors and will depend upon our earnings, our financial condition, availability of cash, and such other factors as our board of directors may deem relevant from time to time. Failure to pay dividends in accordance with our policy or at all could cause our stock price to decline, harm our reputation, or otherwise adversely impact us . **There are uncertainties regarding the amount and timing of repurchases under our stock repurchase program. Although we announced on May 9, 2024, that our board of directors authorized a stock repurchase program for up to \$ 150 million of our common stock, there can be no assurance that any additional repurchases will be made under the program or, if made, as to the timing or amount of any such repurchases, due to factors such as market conditions and capital availability and other strategic considerations. This lack of assurance can impact the expected benefits and returns from the repurchase program for investors** . Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another State court in Delaware or the U. S. District Court for the District of Delaware) will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' abilities to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our amended and restated certificate of incorporation specifies that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for most legal actions involving actions brought against us by stockholders; provided that, the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the U. S. federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated certificate of incorporation also provides that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action against us or any of our directors, officers, employees or agents and arising under the Securities Act of 1933, as amended, or the Securities Act. We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi- forum litigation. However, these provisions may have the effect of discouraging lawsuits against our directors and officers. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any applicable action brought against us, a court could find the choice of forum provisions contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in such action. **The COVID- 19 pandemic and similar health epidemics, contagious disease outbreaks and public perception thereof, could significantly disrupt our operations and adversely affect our business, results of operations, cash flows or financial condition. The COVID- 19 pandemic, epidemics, medical emergencies and other public health crises outside of our control could have a negative impact on our business. Large- scale medical emergencies can take many forms and can cause widespread illness and death. For example, the COVID- 19 pandemic, which began in December 2019 in Wuhan, China, led to unprecedented global disruptions throughout 2020 and 2021. These disruptions included widespread lockdowns, mass closures of businesses, travel restrictions, and a significant shift to remote work. Public health crises such as the COVID- 19 pandemic could affect the health of our employees, or otherwise impact the productivity of our employees, third- party organizations with which we partner, or regulatory agencies we rely on, which may prevent us from delivering content in a timely manner or otherwise executing our business strategies. These types of health crises could also affect the health of our consumers, which may affect sales of our virtual items in our games or result in lower- than- expected attendance at, or the cancellation of, events hosted by us (as has already occurred for a number of scheduled events). These events could adversely impact our cash flows, results of operations and financial conditions and heighten many of the other risks described in these " Risk Factors. "**