

Risk Factors Comparison 2025-03-31 to 2024-03-28 Form: 10-K

Legend: New Text Removed Text Unchanged Text Moved Text Section

Although none of our employees are currently covered under collective bargaining agreements, our employees may elect to be represented by labor unions in the future. If a significant number of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, it could adversely affect our business, financial condition or results of operations. In addition, a labor dispute involving some or all of our employees may harm our reputation, disrupt our operations and reduce our revenue, and resolution of disputes may increase our costs. Risks Related to Regulation and Litigation Changes in statutory, regulatory, accounting, and other legal requirements, including changes in accounting principles generally accepted in the United States, could potentially impact our operating and financial results. We are subject to numerous statutory, regulatory and legal requirements. Our operating results could be negatively impacted by developments in these areas due to the costs of compliance in addition to possible government penalties and litigation in the event of deemed noncompliance. Changes in the regulatory environment in the area of food safety, privacy and information security, wage and hour laws, among others, could potentially impact our operations and financial results. GAAP is subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change. Moreover, while we believe that we maintain insurance customary for businesses of our size and type, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such losses could harm our business. Fluctuations in our tax obligations and effective tax rate and realization of our deferred tax assets may result in volatility of our operating results and adversely affect our financial condition. We are subject to taxes by the U. S. federal, state, and local tax authorities, and our tax liabilities will be affected by the allocation of expenses to differing jurisdictions. We record tax expense based on our estimates of future payments, which may include reserves for uncertain tax positions in multiple tax jurisdictions, and valuation allowances related to certain net deferred tax assets. At any one time, many tax years may be subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. We expect that throughout the year there could be ongoing variability in our quarterly tax rates as events occur and exposures are evaluated. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including: ● changes in the valuation of our deferred tax assets and liabilities; ● expected timing and amount of the release of any tax valuation allowance; ● changes in tax laws, regulations or interpretations thereof; or ● future earnings being lower than anticipated in jurisdictions where we have lower statutory tax rates and higher than anticipated earnings in jurisdictions where we have higher statutory tax rates. In addition, our effective tax rate in a given financial statement period may be materially impacted by a variety of factors including but not limited to changes in the mix and level of earnings, varying tax rates in the different jurisdictions in which we operate, fluctuations in the valuation allowance or by changes to existing accounting rules or regulations. Further, tax legislation may be enacted in the future which could negatively impact our current or future tax structure and effective tax rates. We may be subject to audits of our income, sales and other transaction taxes by U. S. federal, state, and local taxing authorities. Outcomes from these audits could have an adverse effect on our operating results and financial condition. We are subject to many federal, state and local laws with which compliance is both costly and complex. The beverage industry is subject to extensive federal, state and local laws and regulations, including the recently enacted comprehensive health care reform legislation discussed above, those relating to building and zoning requirements and those relating to the preparation and sale of food and beverages or consumption. Such laws and regulations are subject to change from time to time. The failure to comply with these laws and regulations could adversely affect our operating results. Typically, licenses, permits and approvals under such laws and regulations must be renewed annually and may be revoked, suspended or denied renewal for cause at any time if governmental authorities determine that our conduct violates applicable regulations. Difficulties or failure to maintain or obtain the required licenses, permits and approvals could adversely affect our existing locations and delay or result in our decision to cancel the opening of new locations, which would adversely affect our business. The development and operation of a location depends, to a significant extent, on the selection of suitable sites, which are subject to unique permitting, zoning, land use, environmental, traffic and other regulations and requirements. We are also subject to licensing and regulation by state and local authorities relating to health, sanitation, safety and fire standards. We are subject to the Fair Labor Standards Act and various other federal, state and local laws that regulate the wages and hours of employees. These laws commonly apply a strict liability standard so that even inadvertent noncompliance can lead to claims, government enforcement actions and litigation. These laws vary from state to state and are subject to frequent amendments and judicial interpretations that can require rapid adjustments to operations. Insurance coverage for violations of these laws is costly and sometimes is not available. Changes to these laws can adversely affect our business by increasing labor and compliance costs. The failure to comply with these laws could adversely affect our business as a result of costly litigation or government enforcement actions. We are also subject to a variety of other employee relations laws including FMLA and state leave laws, employment discrimination laws, predictive scheduling laws, occupational health and safety laws and regulations and the NLRA, to name a few. Together, these many laws and regulations present a thicket of compliance obligations and liability risks. As we grow, we will need to continue to increase our compliance efforts in these areas, which may affect our results from operations. Changes to these laws and regulations may increase these costs beyond our expectations or predictions, which would adversely affect our business operations and financial results.

Violations of these laws could lead to costly litigation or governmental investigation or proceedings. We are subject to the Americans with Disabilities Act (the “ ADA ”), which, among other things, requires our locations to meet federally mandated requirements for the disabled. The ADA prohibits discrimination in employment and public accommodations on the basis of disability. Under the ADA, we could be required to expend funds to modify our locations to provide service to, or make reasonable accommodations for the employment of, disabled persons. In addition, our employment practices are subject to the requirements of the Immigration and Naturalization Service relating to citizenship and residency. In addition, our future franchise activities will be subject to laws enacted by a number of states and rules and regulations promulgated by the Federal Trade Commission (the “ FTC ”). Failure to comply with new or existing franchise laws, rules and regulations in any jurisdiction or to obtain required government approvals could negatively affect our licensing sales and our relationships with our licensees. The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or our inability to respond effectively to significant regulatory or public policy issues, could increase our compliance and other costs of doing business and, therefore, have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. In addition, certain laws, including the ADA, could require us to expend significant funds to make modifications to our locations if we failed to comply with applicable standards. Compliance with all these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings. We (and our vendors) are subject to stringent and changing laws, regulations, industry standards, related to data Processing, protection, privacy and security. The actual or perceived failure by us, our customers or vendors to comply with such laws, regulations, industry standards, may harm our business, financial condition, results of operations and prospects. We Process personal information, confidential information and other information necessary to provide our products and service and ensure that they are delivered effectively, to operate our business, for legal and marketing purposes, and for other business-related purposes. Data privacy and regulation of privacy, information security and Processing has become a significant issue in the United States. The legal and regulatory framework for privacy and security issues is rapidly evolving and is expected to increase our compliance costs and exposure to liability. There are numerous federal, state, local laws, orders, codes, regulations and regulatory guidance regarding privacy, information security and Processing (“ Data Protection Laws ”), the number and scope of which is changing, subject to differing applications and interpretations, and which may be inconsistent among jurisdictions, or in conflict with other rules, laws or Data Protection Obligations (defined below). We expect that there will continue to be new Data Protection Laws and Data Protection Obligations, and we cannot yet determine the impact such future Data Protection Laws may have on our business. Any significant change to Data Protection Laws and Data Protection Obligations, including without limitation, regarding the manner in which the express or implied consent of customers for Processing is obtained, could increase our costs and require us to modify our operations, possibly in a material manner, which we may be unable to complete and may limit our ability to store and process customer data and operate our business. Data Protection Laws are, and are likely to remain, uncertain for the foreseeable future, and our actual or perceived failure to address or comply with these laws could: increase our compliance and operational costs; limit our ability to market our products or services and attract new and retain current customers; limit or eliminate our ability to Process; expose us to regulatory scrutiny, actions, investigations, fines and penalties; result in reputational harm; lead to a loss of customers; reduce the use of our products or services; result in litigation and liability, including class action litigation; cause to incur significant costs, expenses and fees (including attorney fees); cause a material adverse impact to business operations or financial results, and; otherwise result in other material harm to our business (“ Adverse Data Protection Impact ”). We are or may also be subject to the terms of our external and internal privacy and security policies, codes, representations, certifications, industry standards, publications and frameworks (“ Privacy Policies ”) and contractual obligations to third parties related to privacy, information security and Processing, including contractual obligations to indemnify and hold harmless third parties from the costs or consequences of non-compliance with Data Protection Laws or other obligations (“ Data Protection Obligations ”). We strive to comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations to the extent possible, but we may at times fail to do so, or may be perceived to have failed to do so. Moreover, despite our efforts, we may not be successful in achieving compliance if our employees, partners or vendors do not comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations. We may be subject to, and suffer an Adverse Data Protection Impact if we fail (or are perceived to have failed) to comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations, if our Privacy Policies are, in whole or part, found to be inaccurate, incomplete, deceptive, unfair or misrepresentative of our actual practices. In addition, any such failure or perceived failure could result in public statements against us by consumer advocacy groups, the media or others, which may cause us material reputational harm. Our actual or perceived failure to comply with Data Protection Laws, Privacy Policies and Data Protection Obligations could also subject us to litigation, claims, proceedings, actions or investigations by governmental entities, authorities or regulators, which could result in an Adverse Data Protection Impact, including required changes to our business practices, the diversion of resources and the attention of management from our business, regulatory oversights and audits, discontinuance of necessary Processing or other remedies that adversely affect our business. In the United States, these include rules and regulations promulgated under the authority of the Federal Trade Commission, the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the California Consumer Privacy Act (the “ CCPA ”), and other state and federal laws relating to privacy and data security. The CCPA, which among other things, establishes a privacy framework for covered businesses, including an expansive definition of personal data and data privacy rights. The CCPA provides individual privacy rights for California residents and places increased privacy and security obligations on covered businesses processing personal data. The CCPA requires covered businesses to provide new disclosures to California residents and provide such individuals with ways to opt- out of certain sales of personal data. The

CCPA also provides a private right of action and statutory damages for violations, including for data breaches. To the extent applicable to our business and operations, the CCPA may impact our business activities by increasing our compliance costs and potential liability with respect to personal information that we or third parties with whom we contract to provide services maintain about California residents. The CPRA will, among other things, give California residents the ability to limit use of certain sensitive personal data, further restrict the use of cross- contextual advertising, establish restrictions on the retention of personal data, expand the types of data breaches subject to the CCPA's private right of action, provide for increased penalties for CPRA violations concerning California residents under the age of 16, and establish a new California Privacy Protection Agency to implement and enforce the law. These Data Protection Laws (such as the CCPA and CPRA) exemplify the vulnerability of our business to the evolving regulatory environment related to personal data. Moreover, across the United States, laws and regulations governing data privacy and security continue to develop and evolve. For example, Virginia enacted the Consumer Data Protection Act ("CDPA") that may impose obligations similar to or more stringent than those we may face under other Data Protection Laws. Compliance with the CPRA, the CCPA, the CDPA and any newly enacted privacy and data security laws or regulations may be challenging and cost- and time- intensive, and may require us to modify our data processing practices and policies and to incur substantial costs and potential liability in an effort to comply with such legislation. The Data Protection Laws, Privacy Policies and Data Protection Obligations to which we are subject may significantly affect our business activities and many of these obligations may contain ambiguous provisions creating uncertainty. Compliance with the requirements imposed by such Data Protection Laws and Data Protection Obligations may require us to revise our business practices, allocate more resources to privacy and security, and implement new technologies. Such efforts may result in significant costs to our business. Noncompliance could result in Adverse Data Protection Impact, including proceedings against us by governmental and regulatory entities, collaborators, individuals or others. We rely on a variety of marketing techniques and practices, including email and social media marketing, online targeted advertising, and cookie- based Processing, to sell our products and services and to attract new customers, and we, and our vendors, are subject to various current and future Data Protection Laws and Data Protection Obligations that govern marketing and advertising practices. Governmental authorities continue to evaluate the privacy implications inherent in the use of third- party "cookies" and other methods of online tracking for behavioral advertising and other purposes, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools or the use of data gathered with such tools. Additionally, some providers of consumer devices, web browsers and application locations have implemented, or announced plans to implement, means to make it easier for Internet users to prevent the placement of cookies or to block other tracking technologies, require additional consents or limit the ability to track user activity, which could if widely adopted result in the use of third- party cookies and other methods of online tracking becoming significantly less effective. Laws and regulations regarding the use of these cookies and other current online tracking and advertising practices or a loss in our ability to make effective use of services that employ such technologies could increase our costs of operations and limit our ability to acquire new customers on cost- effective terms, which, in turn, could have an adverse effect on our business, financial condition, results of operations and prospects. We are subject to extensive government regulations that could result in claims leading to increased costs and restrict our ability to operate future franchises. We are subject to extensive government regulation at the federal, state and local government levels, including by the FTC. These include, but are not limited to, regulations relating to the preparation and sale of beverages, zoning and building codes, franchising, land use and employee, health, sanitation and safety matters. We are, and our future franchise partners will be, required to obtain and maintain a wide variety of governmental licenses, permits and approvals. Local authorities may suspend or deny renewal of our governmental licenses if they determine that our operations do not meet the standards for initial grant or renewal. Difficulty or failure in obtaining them in the future could result in delaying or canceling the opening of new locations and thus could harm our business. Any such failure could also subject us to liability from our future franchise partners. Additionally, Congress has a legislation proposal in process that could shift more liability for franchise partner employment practices onto franchisors. The federal PROAct would codify the Browning- Ferris decision that redefined joint employment to include a broader category of conduct by the franchisor, thereby increasing the possibility of Reborn being held liable for our future franchise partners' employment practices. Beverage and restaurant companies have been the target of class action lawsuits and other proceedings that are costly, divert management attention and, if successful, could result in our payment of substantial damages or settlement costs. Our business is subject to the risk of litigation by employees, customers, competitors, landlords or neighboring businesses, suppliers, future franchise partners, stockholders or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation, particularly class action and regulatory actions, is difficult to assess or quantify. In recent years, beverage and restaurant companies have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted from time to time alleging violations of various federal and state wage and hour laws regarding, among other things, employee meal deductions, overtime eligibility of assistant managers and failure to pay for all hours worked. While we have not been a party to any of these types of lawsuits in the past, there can be no assurance that we will not be named in any such lawsuit in the future or that we would not be required to pay substantial expenses and / or damages. Occasionally, our customers file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered at or after a visit to one of our locations, including actions seeking damages resulting from food- borne illness or accidents in our locations. We also could be subject to a variety of other claims from third parties arising in the ordinary course of our business, including contract claims. Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations. In addition, they may generate negative publicity, which could reduce customer traffic and sales. Although we maintain what we believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to

cover any liabilities with respect to these or other matters. A judgment or other liability in excess of our insurance coverage for any claims or any adverse publicity resulting from claims could harm our business. New information or attitudes regarding diet and health or adverse opinions about the health effects of consuming our menu offerings, could affect consumer preferences and negatively impact our business, financial condition and results of operations. Government regulation and consumer eating habits may impact our business as a result of changes in attitudes regarding diet and health or new information regarding the health effects of consuming our menu offerings. These changes have resulted in, and may continue to result in, the enactment of laws and regulations that impact the ingredients and nutritional content of our menu offerings, or laws and regulations requiring us to disclose the nutritional content of our food offerings. We cannot make any assurances regarding our ability to effectively respond to changes in consumer health perceptions or our ability to successfully implement the nutrient content disclosure requirements and to adapt our menu offerings to trends in drinking and consumption habits. **The U. S. Congress, the Trump administration, or any new administration may make substantial changes to fiscal, tax, and other federal policies that may adversely affect our business. In 2017, the U. S. Congress and the Trump administration made substantial changes to U. S. policies, which included comprehensive corporate and individual tax reform. In addition, the Trump administration called for significant changes to U. S. trade, healthcare, immigration and government regulatory policy. With the transition to the Biden administration in early 2021, changes to U. S. policy occurred and since the start of the Trump Administration in 2025, U. S. policy changes have been implemented at a rapid pace and additional changes are likely. Changes to U. S. policy implemented by the U. S. Congress, the Trump administration or any new administration have impacted and may in the future impact, among other things, the U. S. and global economy, international trade relations, unemployment, immigration, healthcare, taxation, the U. S. regulatory environment, inflation and other areas. Although we cannot predict the impact, if any, of these changes to our business, they could adversely affect our business. Until we know what policy changes are made, whether those policy changes are challenged and subsequently upheld by the court system and how those changes impact our business and the business of our competitors over the long term, we will not know if, overall, we will benefit from them or be negatively affected by them.** Risks Related to Our Organizational Structure and Ownership of Our Common Stock ~~We are not in compliance with the Nasdaq continued listing requirements. If we are unable to satisfy comply with the applicable continued listing requirements of The Nasdaq Capital Market, our common stock could be delisted, which could affect.~~ **We have listed our common stock on the Nasdaq Capital Market. Although we have met the minimum initial listing standards set forth in the Nasdaq rules, we cannot assure you that our securities will be, or will continue to be, listed on the Nasdaq in the future. In order to continue listing our securities on Nasdaq, we must maintain certain financial, distribution and stock price levels. Generally, among other requirements, we must maintain a minimum bid price of our common stock (generally, \$ 1. 00) minimum amount in stockholders' equity (generally \$ market price and liquidity and reduce our ability to raise capital. On November 1, 2024 \$ 2, 500, 000) and a minimum number of holders of our securities (generally, 300 public holders). As previously disclosed,** we requested a hearing by the Nasdaq Hearings Panel (the " Panel ") of ~~The Nasdaq Stock Market LLC~~ to appeal delisting determinations made by the Listing Qualifications Department **(the " Staff ")** of Nasdaq: (i) on April 28, 2023 for failure to comply with the bid price requirement of Nasdaq Listing Rule 5550 (a) (2) (the " Bid Price Rule "), (ii) on September 5, 2023 for failure to comply with the minimum stockholders equity required for continued listing on Nasdaq, or any of the alternative requirement to Nasdaq Listing Rule 5550 (b) (the " Equity Rule "), and (iii) on January 4, 2024 for failure to hold an annual meeting of stockholders for the fiscal year ended December 31, 2023 as required by Nasdaq Listing Rule 5620 (a) (the " Meeting Rule "). At the Panel hearing, which occurred on January 18, 2024, we, represented by members of senior management and outside counsel, advised **Nasdaq** that we intended to regain compliance with the Bid Price Rule by effecting a reverse stock split at a ratio of 1- for -8, which we have effected—our common stock has since had a closing bid price greater than \$ 1. 00 for ten consecutive trading days. We also informed the Panel that we intend to regain compliance with the Equity Rule by completing one or more equity financings. Finally, we informed the Panel that we intend to regain compliance with the Meeting Rule by holding an annual meeting of stockholders in the first quarter of 2024. As such, we proposed to the Panel a compliance plan that included a tentative schedule to complete the **items necessary to regain compliance with** reverse stock split (which has now been completed), the **Bid Price Rule, the equity-Equity financings Rule**, and the **annual meeting-Meeting Rule**, and requested an extension of time to fully comply with Nasdaq listing requirements so that we could demonstrate to the Panel that **it our common stock** should not be delisted from Nasdaq. ~~On February 2, 2024, we received~~ **The Panel granted our request for additional time, which 2024, we received were than able to regain compliance in the allotted time. However, the Panel placed us on a Discretionary Panel Monitor until May 16, 2025, which will require the Staff to issue a Delist Determination letter-Letter in the event that we fail to maintain compliance with any continued listing requirement (the " Letter-Panel Monitor ") from. Ordinarily, Nasdaq notifying us that listed companies may be provided additional time to regain compliance with deficiencies. However, pursuant to the Panel had granted-Monitor, we are generally not eligible for a compliance period. Therefore, if we receive a deficiency notice, we must request an appeal of such deficiency to the Company-Panel. Although we anticipate complying with Nasdaq's request to continue its listing-Listing Rules going forward on Nasdaq until March 29, 2024, subject to certain conditions. We intend to comply with the conditions set forth by the Panel, as stated in the Letter. There there can be no assurance that the Panel will afford us more time to complete the compliance plan it articulated in the hearing, or that we will be able to meet continued remain in compliance with the applicable Nasdaq listing requirements in the future. In determining whether to afford a company a cure period prior to commencing suspension or delisting procedures, Nasdaq analyzes all relevant facts including any past deficiencies, and thus our prior deficiencies could be used as a factor by Nasdaq in any future decision to delist our securities from trading on its exchange an ongoing basis.** If our common stock is delisted, it could be more difficult to buy or sell our common stock and to obtain accurate quotations, and the price of our common stock could suffer a material decline. Delisting could also impair the liquidity of our

common stock and could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in potential loss of confidence by investors, employees, and fewer business development opportunities. Reborn Coffee, Inc. is a holding company. Reborn Coffee, Inc. will be a holding company, and has no independent means of generating revenue or cash flow, and its ability to pay taxes, operating expenses and dividends in the future, if any, will be dependent upon the financial results and cash flows of Reborn Global, Reborn Coffee Franchise, and Reborn Realty. The trading price of our securities may be volatile, and you could lose all or part of your investment. The trading price of our securities is likely to be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our common stock as you might be unable to sell your shares at or above the price you paid for your shares. Factors that could cause fluctuations in the trading price of our common stock include the risk factors set forth in this section as well as the following: ● price and volume fluctuations in the overall stock market from time to time; ● volatility in the trading prices and trading volumes of technology stocks; ● changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular; ● sales of shares of our common stock by us or our stockholders; ● failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors; ● changes in our financial, operating or other metrics, regardless of whether we consider those metrics as reflective of the current state or long- term prospects of our business, and how those results compare to securities analyst expectations, including whether those results fail to meet, exceed or significantly exceed securities analyst expectations, particularly in light of the significant portion of our revenue derived from a limited number of customers; ● announcements by us or our competitors of new products or services; ● the public' s reaction to our press releases, other public announcements, and filings with the SEC; ● rumors and market speculation involving us or other companies in our industry; ● actual or anticipated changes in our results of operations or fluctuations in our results of operations; ● actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally; ● litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors; ● actual or perceived privacy or data security incidents; ● developments or disputes concerning our intellectual property or other proprietary rights; ● announced or completed acquisitions of businesses, applications, products, services or technologies by us or our competitors; ● new laws or regulations or new interpretations of existing laws or regulations applicable to our business; ● changes in accounting standards, policies, guidelines, interpretations or principles; ● any significant change in our management; and ● general political and economic conditions and slow or negative growth of our markets. In addition, in the past, following periods of volatility in the overall market and in the market price of a particular company' s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management' s attention and resources. Our trading price and trading volume could decline if securities or industry analysts do not publish research about our business, or if they publish unfavorable research. Equity research analysts do not currently provide coverage of our common stock, and we cannot assure that any equity research analysts will adequately provide research coverage of our common stock after the listing of our common stock on the Nasdaq Stock Exchange. A lack of adequate research coverage may harm the liquidity and trading price of our common stock. To the extent equity research analysts do provide research coverage of our common stock, we will not have any control over the content and opinions included in their reports. The trading price of our common stock could decline if one or more equity research analysts downgrade our stock or publish other unfavorable commentary or research. If one or more equity research analysts cease coverage of our company, or fail to regularly publish reports on us, the demand for our common stock could decrease, which in turn could cause our trading price or trading volume to decline. We will incur costs and demands upon management as a result of complying with the laws and regulations affecting public companies in the United States, which may harm our business. As a public company listed in the United States, we will incur significant additional legal, accounting, and other expenses. In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and the Nasdaq Capital Market, may increase legal and financial compliance costs and make some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. We intend to invest resources to comply with evolving laws, regulations, and standards, and this investment may result in increased selling, general and administrative expenses and a diversion of management' s time and attention from revenue- generating activities to compliance activities. If, notwithstanding our efforts, we fail to comply with new laws, regulations, and standards, regulatory authorities may initiate legal proceedings against us and our business may be harmed. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees or as executive officers. Our management and other personnel will devote a substantial amount of time to these compliance initiatives. As a result, management' s attention may be diverted from other business concerns, which could harm our business and operating results. We will need to hire more employees in the future to comply with these requirements, which will increase our costs and expenses. Our management team and other personnel devote a substantial amount of time to new compliance initiatives and we may not successfully or efficiently manage our transition to a public company. To comply with the requirements of being a public company, including the Sarbanes- Oxley Act, we will need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff, which would require us to incur additional expenses and harm our results of operations. Failure to comply with these rules might also make it more difficult for us to obtain certain types of insurance, including director and officer liability insurance, and we might be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events would also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on committees of our board of directors or as members of senior management.

Substantial blocks Due to the implementation of the Reverse Stock

Split, the liquidity of our common stock may be sold into adversely effected. Our common stock began trading on Nasdaq on a Reverse Stock Split- adjusted basis beginning on January 22, 2024. The liquidity of the shares of our common stock may be affected adversely by any reverse stock split given the reduced number of shares of our common stock that are outstanding following the Reverse Stock Split, especially if the market price of our common stock does not increase as a result of the Reverse Stock Split Pre-Paid Advance Agreement. The Following the Reverse Stock Split, the resulting market price of our common stock could decline if may not attract new investors and may not satisfy there-- the investing requirements are substantial sales of shares those investors. Although we believe that a higher market price of our common stock may help generate greater or broader investor interest, if there is can be no assurance that the Reverse Stock Split resulted in a large number of shares- share price that will attract new investors, including institutional investors. In addition, there can be no assurance that the market price of our common stock available for sale will satisfy the investing requirements of those investors. As a result, the trading liquidity of or our if there common stock may not necessarily improve. It is not possible to predict the perception that actual number of shares we will sell under the ELOC Agreement to Arena, or the actual gross proceeds resulting from these those sales could occur. We are party to On February 12, 2024, we entered into a Pre-Paid Advance purchase agreement (“ ELOC Agreement (the “ PPA ”) with EF Hutton YA Fund Arena Business Solutions Global SPC II, Ltd LP, a Delaware limited partnership (“ Arena YA Fund ”) dated Pursuant to the PPA, on February 12-10, 2024-2025 . Under the ELOC Agreement, YA Fund advanced we have the right, but not the obligation, to direct Arena to purchase up to us a pre-paid advance of \$ 1,100,000 50.0 million in shares of our common stock (the “ ELOC Shares Pre-Paid Advance ”) upon satisfaction of certain terms and conditions contained in the ELOC Agreement, including, without limitation, an effective registration statement filed with the SEC registering the resale of Commitment Fee Shares (as defined below) and additional shares to be sold to Arena from time to time under the ELOC Agreement . The Pre-term of the ELOC Agreement began on the date of execution and ends on the earlier of (i) the first day of the month following the 36 - Paid-month anniversary of the execution date, (ii) the date on which the Investor shall have purchased the maximum amount of ELOC Shares, or (iii) the effective date of any written notice of termination delivered pursuant to the terms of the ELOC Agreement (the “ Commitment Period ”). During the Commitment Period, we may direct Arena to purchase ELOC Shares by delivering a notice (an “ Advance Notice ”) to Arena was purchased by YA Fund at 90 % of the face amount. At the request and We shall, in our sole discretion of YA Fund, select the Pre-Paid amount of ELOC Shares requested by us in each Advance Notice. However, such amount may not exceed the Maximum Advance Amount (as defined in the ELOC Agreement). The purchase price to be paid by Arena for the ELOC Shares will be correspondingly reduced upon ninety- six percent (96 %) of the issuance VWAP (as defined in the ELOC Agreement) of our common stock during the trading day commencing on the date of the Advance Notice, subject to YA Fund at adjustment pursuant to the terms of the ELOC Agreement. In consideration for Arena’s execution and delivery of the ELOC Agreement, we agreed to issue to Arena, as a commitment fee Purchase Price equal to the lower of: (i) a number) 100 % of shares of common stock the volume weighted average price (as reported during regular trading hours by Bloomberg) (the “ VWAP Initial Commitment Fee Shares ”) equal to 750,000 divided by the simple average of our the daily VWAP of the common stock on the trading day immediately preceding the closing of the Pre-Paid Advance (the “ Fixed Price ”) or (b) 87 % of the lowest daily VWAP of the shares during the five trading days immediately prior to each request preceding the effectiveness of the initial registration statement (as applicable, the “ Purchase Price Initial Registration Statement ”) on which , subject to the Floor Price. Any issuances Initial Commitment Fee Shares are registered promptly after the effectiveness of the Registration Statement and (ii) a number of shares of our common stock pursuant (“ Additional Commitment Fee Shares, ” and together with the Initial Commitment Fee Shares, the “ Commitment Fee Shares ”) equal to 750,000 divided by the simple average of the daily VWAP of the common stock during the five trading days immediately preceding the to two month anniversary of the PPA effectiveness of the Initial Registration Statement, promptly after such to two offset the Pre- Paid Advance will dilute month anniversary. Because the price percentage ownership of stockholders and may dilute the per share projected earnings (if any) or book value of each our common stock. Sales of a substantial number of shares- share sold to Arena will fluctuate during of our common stock in the public market or other-- the issuances of shares of our common stock, or the perception that these sales period or issuances could occur, could cause the market price of our common stock to decline and may make it more difficult for you to sell your shares at a time and price that you deem appropriate. We do not have the right to control the timing and amount of the issuance of our shares of common stock to YA Fund under the PPA and, accordingly, it is not currently possible to predict the number of shares that will be sold or the actual gross proceeds number of shares we will issue pursuant to be raised in connection with the those PPA at sales. In addition, any issuance one time or in total. We do not have the right to control the timing and sale by us under the ELOC Agreement of a substantial amount of any issuances of our shares of common stock could cause additional substantial dilution to our stockholders YA Fund under the PPA. Sales We may require additional financing to sustain our operations and without it we may not be able to continue operations. Subject to the terms and conditions of the ELOC Agreement, we may, at our discretion, direct Arena to purchase up to \$ 50.0 million of shares of our common stock , if any, to YA Fund under the ELOC Agreement from time- PPA will depend upon market conditions and other factors, and the discretion of YA Fund. We may ultimately decide to - time sell to YA Fund all, some or none of the shares of our common stock that may be available for us to sell to YA Fund pursuant to the PPA. The Pre-Paid Advance matures within one year. Because the purchase price per share to be paid by YA Fund for the shares of common stock that we may elect to sell to Arena YA Fund under the ELOC Agreement PPA, if any, will fluctuate based on the market prices of our common stock for each purchase made pursuant to the ELOC Agreement, if any . Accordingly, it is not currently possible for us to predict ; as of the date of this report and prior to any such sales, the number of shares of common stock that we will sell be sold to Arena YA Fund under the PPA, the actual purchase price per share that YA Fund will pay to be paid by Arena for those shares

purchased from us under the PPA, if any, or the aggregate actual gross proceeds that we will receive from to be raised in connection with those sales purchases by YA Fund under the PPA, if any. In addition, unless on February 6, 2025, we obtain stockholder approval entered into a Securities Purchase Agreement (“**Debenture Purchase Agreement**”) with the purchasers named therein (the “**Debenture Investors**”). Under the Debenture Purchase Agreement, we agreed will not be able to issue 10 % original issue discount secured convertible debentures (“**Debentures**”) in a principal amount of up to \$ 10, 000, 000, divided into up to four separate tranches that are each subject to certain closing conditions (the “**Debenture Transaction**”). The conversion price per share of each Debenture, subject to adjustment as provided therein, is equal to 92. 5 % of the lowest daily VWAP (as defined in the Debentures) of our shares of our common stock during in excess the five trading day period ending on Exchange Cap of 414, 693 under the PPA trading day immediately prior to delivery or deemed delivery of the applicable Conversion Notice (or any as defined in the Debentures). The Debentures accrue interest at a rate of 10 % per annum paid in kind, unless other there transaction that is an event integrated with the PPA) in accordance with applicable Nasdaq rules. Depending on the market prices of our default in which case the Debentures will accrue interest at a default rate. Upon the consummation of the closing of each tranche, we also agreed to issue common stock in purchase warrants (the future, “**Debenture Warrants**”) to each Debenture Investor who participates in such closing. The Debenture Warrants will: (i) provide for the purchase by the applicable Debenture Investor of a number of shares of common stock equal to 20 % of the total principal amount of the related Debenture purchased by the Debenture Investor on the applicable closing date divided by 92. 5 % of the lowest daily VWAP of common stock for the five consecutive trading day period ended on the last trading day immediately preceding such closing date and (ii) be exercisable at an exercise price equal to 92. 5 % of the average of the lowest daily VWAP of the common stock over the consecutive trading days immediately preceding the delivery of the applicable Notice of Exercise (as defined in the Debenture Warrants). As of the date of this could be Annual Report on Form 10- K, we have conducted two closings pursuant to the Debenture Purchase Agreement and sold Debentures in the aggregate principal amount of \$ 1, 666, 666 for a significant limitation purchase price of \$ 1, 500, 000, representing an original issue discount of ten percent (10 %). We also issued to the Debenture Investors 163, 394 Debenture Warrants in connection with the closings. The extent to which we rely on Arena and / or the amount Debenture Investors as a source of funds funding will depend on a number of factors including, the prevailing market price of our common stock and the extent to which we are able to raise pursuant to secure working and the other capital from PPA. Further, the other resale by YA Fund sources. If obtaining sufficient funding from ELOC Agreement were to prove unavailable or prohibitively dilutive, we may need to secure another source of a significant amount funding in order to satisfy our working and other capital needs. Even if we were to sell to Arena all of the shares registered in this offering at any given time, or the perception that these sales may occur, could cause the market price of our common stock available for sale to Arena decline and to be highly volatile. Upon an Amortization Event under the PPA ELOC Agreement and conduct the remaining closings pursuant to the Debenture Purchase Agreement, we may still need additional capital to fully implement our business, operating and development plans. Should the financing we require to sustain our working capital needs be unavailable required to make payments that could cause financial hardship to the company. Pursuant to the PPA, an “**Amortization Event**” occurs if (1) the daily VWAP of our or prohibitively expensive when common stock (as reported by Bloomberg) is lower than the Floor Price for any five of seven consecutive trading days, (2) we require it have issued in excess of 99 % of all of the shares available under the Exchange Cap, or (3) YA Fund is unable to use the consequences initial registration statement we filed (and any one or more additional registration statements filed with the SEC that include the shares of our common stock that may be issued and sold by us to YA Fund under the PPA) for period of ten consecutive trading days. Within ten trading days of an Amortization Event, we must pay YA Fund the Cash Payment equal to \$ 500, 000, plus any accrued and unpaid interest (if any), and a 10 % redemption premium. This financial obligation may cause an undue and unsustainable burden on us and cause a material adverse effect on our business, operations operating and results, financial condition and prospects. Future sales and issuances of our common stock or other securities might result in significant dilution and could cause the price of our common stock to decline. To raise capital, we may sell common stock, convertible securities or other equity securities in one or more transactions, at prices and in a manner we determine from time to time. We may sell shares or other securities in another offering at a price per share that is less than the price per share paid by investors in this offering, and investors purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into common stock, in future transactions may be higher or lower than the price per share paid by investors in this offering. We cannot predict what effect, if any, sales of shares of our common stock in the public market or the availability of shares for sale will have on the market price of our common stock. However, future sales of substantial amounts of our common stock in the public market, including shares issued upon exercise of outstanding options, warrants and convertible preferred shares, or the perception that such sales may occur, could adversely affect the market price of our common stock. General Risks Our quarterly and annual results may fluctuate significantly and may not meet our expectations or those of investors or securities analysts. Our quarterly and annual results of operations, including the levels of our revenue, deferred revenue, working capital, and cash flows, may vary significantly in the future, such that period- to- period comparisons of our results of operations may not be meaningful. Our quarterly and annual financial results may fluctuate due to a variety of factors, many of which are outside of our control and may be difficult to predict, including, but not limited to: ● the level of demand for our products; ● our ability to grow or maintain our dollar- based net retention rate, expand usage within organizations, and sell subscriptions; ● the timing and success of new features, integrations, capabilities, and enhancements by us to our products, or by our competitors to their products, or any other changes in the competitive landscape of our market; ● our ability to achieve widespread acceptance and use of our products; ● errors in our forecasting of the demand for our products, which would lead to lower revenue,

increased costs, or both; ● security breaches, technical difficulties, or interruptions to our systems; ● pricing pressure as a result of competition or otherwise; ● the continued ability to hire high quality and experienced talent in a fiercely competitive environment; ● the timing of the grant or vesting of equity awards to employees, directors, or consultants; ● declines in the values of foreign currencies relative to the U. S. dollar; ● changes in, and continuing uncertainty in relation to, the legislative or regulatory environment; ● legal and regulatory compliance costs in new and existing markets; ● costs and timing of expenses related to the potential acquisition of businesses, talent, technologies, or intellectual property, including potentially significant amortization costs and possible write- downs; ● environmental matters, such as wildfires, and health epidemics, such as the COVID- 19 pandemic, influenza, and other highly communicable diseases or viruses; ● adverse litigation judgments, other dispute- related settlement payments, or other litigation- related costs; and ● general economic conditions in either domestic or international markets, including geopolitical uncertainty and instability and their effects on beverage purchases. Any one or more of the factors above may result in significant fluctuations in our results of operations, which may negatively impact the trading price of our common stock. You should not rely on our past results as an indicator of our future performance. Our outstanding indebtedness could materially adversely affect our financial condition and our ability to operate our business, pursue our growth strategy, and react to changes in the economy or industry. As of December 31, 2023-2024, we had \$ 500, 000 in principal amount outstanding under U. S. Small Business Administration Loan No. 7331917406 under its Economic Injury Disaster Loan assistance program in light of the impact of the COVID- 19 pandemic, which we refer to as our EIDL Loan, \$ 97, 633, 273-801 in principal outstanding under the Paycheck Protection Program Loan administered by the U. S. Small Business Administration, \$ 165-111, 722-300 in principal outstanding under our loans with Square Capital, LLC, and \$ 300-727, 00-073 of short term borrowing from a private party, and \$ 100, 000 of short term borrowing from a shareholder. Our substantial debt could have important consequences to you, including the following: ● it may be difficult for us to satisfy our obligations, including debt service requirements under our outstanding debt, resulting in possible defaults on and acceleration of such indebtedness; ● our ability to obtain additional financing for working capital, capital expenditures, debt service requirements or other general corporate purposes may be impaired; ● a substantial portion of cash flow from operations may be dedicated to the payment of principal and interest on our debt, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures, future business opportunities, acquisitions and other general corporate purposes; ● we are more vulnerable to economic downturns and adverse industry conditions and our flexibility to plan for, or react to, changes in our business or industry are more limited; ● our ability to capitalize on business opportunities and to react to competitive pressures, as compared to our competitors, may be compromised due to our level of debt; and ● our ability to borrow additional funds or to refinance debt may be limited. A failure to establish and maintain an effective system of disclosure controls and internal control over financial reporting, could adversely affect our ability to produce timely and accurate financial statements or comply with applicable regulations. As a public company, we will be subject to the reporting requirements of the Exchange Act, the Sarbanes- Oxley Act, and the rules and regulations of the applicable listing standards of the Nasdaq Exchange. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time consuming, and costly, and place significant strain on our personnel, systems, and resources. The Sarbanes- Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act, is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal controls over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting- related costs and investments to strengthen our accounting systems. Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems, and controls to accommodate such changes. We have limited experience with implementing the systems and controls that will be necessary to operate as a public company, as well as adopting changes in accounting principles or interpretations mandated by the relevant regulatory bodies. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post- implementation issues that may arise. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the Nasdaq Exchange. As a public company, we are required to provide an annual management report on the effectiveness of our internal control over financial reporting. Our independent

registered public accounting firm is not required to formally attest to the effectiveness of our internal control over financial reporting. At such time as our registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could harm our business, results of operations, and financial condition and could cause a decline in the trading price of our common stock. Changes in tax laws or regulations could be enacted or existing tax laws or regulations could be applied to us or our customers in a manner that could increase the costs of our products and harm our business. We may engage in merger and acquisition activities, which would require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our business, results of operations, and financial condition. As part of our business strategy to expand our product offerings and grow our business in response to changing technologies, customer demand, and competitive pressures, we have in the past and may in the future make investments or acquisitions in other companies, products or technologies. The identification of suitable acquisition candidates can be difficult, time-consuming, and costly, and we may not be able to complete acquisitions on favorable terms, if at all. These acquisitions may not ultimately strengthen our competitive position or achieve the goals of such acquisition, and any acquisitions we complete could be viewed negatively by customers or investors. We may encounter difficult or unforeseen expenditures in integrating an acquisition, particularly if we cannot retain the key personnel of the acquired company. In addition, if we fail to successfully integrate such acquisitions, or the assets, technologies or personnel associated with such acquisitions, into our company, the business and results of operations of the combined company would be adversely affected. Acquisitions may disrupt our ongoing operations, divert management from their primary responsibilities, subject us to additional liabilities, increase our expenses, subject us to increased regulatory requirements, cause adverse tax consequences or unfavorable accounting treatment, expose us to claims and disputes by stockholders and third parties, and adversely impact our business, financial condition, and results of operations. We may not successfully evaluate or utilize the acquired technology and accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may have to pay cash for any such acquisition which would limit other potential uses for our cash. If we incur debt to fund any such acquisition, such debt may subject us to material restrictions in our ability to conduct our business, result in increased fixed obligations, and subject us to covenants or other restrictions that would decrease our operational flexibility and impede our ability to manage our operations. If we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders' ownership would be diluted. We may need additional capital, and we cannot be sure that additional financing will be available. In the future, we may raise additional capital through additional equity or debt financing to support our business growth, to respond to business opportunities, challenges or unforeseen circumstances, or for other reasons. On an ongoing basis, we are evaluating sources of financing and may raise additional capital in the future. Our ability to obtain additional capital will depend on our development efforts, business plans, investor demand, operating performance, the condition of the capital markets, and other factors. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of existing stockholders, and existing stockholders may experience dilution. Further, if we are unable to obtain additional capital when required, or are unable to obtain additional capital on satisfactory terms, our ability to continue to support our business growth or to respond to business opportunities, challenges, or unforeseen circumstances would be adversely affected. Our amended and restated articles of incorporation provide that the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America are the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our amended and restated articles of incorporation provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: ● any derivative claim or cause of action brought on our behalf; ● any claim or cause of action for a breach of fiduciary duty owed by any of our current or former directors, officers or other employees to us or our stockholders; ● any claim or cause of action against us or any of our current or former directors, officers or other employees arising out of or pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time); ● any claim or cause of action seeking to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time, including any right, obligation or remedy thereunder); ● any claim or cause of action as to which the Delaware General Corporation Law confers jurisdiction to the Court of Chancery of the State of Delaware; and ● any claim or cause of action against us or any of our current or former directors, officers or other employees governed by the internal-affairs doctrine. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U. S. federal courts have exclusive jurisdiction. In addition, our amended and restated certificate of incorporation that will be in effect prior to the closing of this offering will provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act, including all causes of action asserted against any defendant to such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by us, our officers and directors, the underwriters to any offering giving rise to such complaint, and any other professional entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. If a court were to find either choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other

jurisdictions. For example, the Court of Chancery of the State of Delaware recently determined that the exclusive forum provisions of federal district courts of the United States of America for resolving any complaint asserting a cause of action arising under the Securities Act is not enforceable. These choice of forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. We note that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Additionally, our amended and restated certificate of incorporation provide that any person or entity holding, owning or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions. Our charter documents also contain other provisions that could have an anti-takeover effect, such as: ● permitting the board of directors to establish the number of directors and fill any vacancies and newly created directorships; ● providing that directors may only be removed pursuant to the provisions of Section 141 (k) of the Delaware General Corporation Law; ● prohibiting cumulative voting for directors; ● requiring super-majority voting to amend some provisions in our amended and restated bylaws; ● authorizing the issuance of "blank check" preferred stock that our board of directors could use to implement a stockholder rights plan; and ● eliminating the ability of stockholders to call special meetings of stockholders. Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibit a person who owns 15 % or more 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. Any provision in our amended and restated certificate of incorporation or our amended and restated bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock. We do not intend to pay dividends for the foreseeable future. We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. We expect to retain future earnings, if any, to fund the development and growth of our business. Any future determination to pay dividends on our capital stock will be at the discretion of our board of directors. Accordingly, stockholders must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. Catastrophic events may disrupt our business. Labor discord or disruption, geopolitical events, social unrest, war, terrorism, political instability, acts of public violence, boycotts, hostilities and social unrest and other health pandemics that lead to avoidance of public places or cause people to stay at home could harm our business. Additionally, natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce, and the global economy, and thus could harm our business. In particular, the COVID-19 pandemic, including the reactions of governments, markets, and the general public, may result in a number of adverse consequences for our business, operations, and results of operations, many of which are beyond our control. In the event of a major earthquake, hurricane or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, breaches of data security, and loss of critical data, all of which would harm our business, results of operations, and financial condition. In addition, the insurance we maintain would likely not be adequate to cover our losses resulting from disasters or other business interruptions. **38**