

Risk Factors Comparison 2024-02-07 to 2023-02-01 Form: 10-K

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You should carefully consider the risks and uncertainties described below, together with all the other information in this Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the related notes. If any of the following risks actually occurs (or if any of those discussed elsewhere in this Annual Report on Form 10-K occurs), our business, reputation, financial condition, results of operations, revenue, and future prospects could be seriously harmed. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. Unless otherwise indicated, references to our business being seriously harmed in these risk factors will include harm to our business, reputation, financial condition, results of operations, revenue, and future prospects. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment. Risks Related to Our Business and Industry Our ecosystem of users, advertisers, and partners depends on the engagement of our user base. Our user base growth rate has declined in the past and it may do so again in the future. If we fail to retain current users or add new users, or if our users engage less with Snapchat, our business would be seriously harmed. We had ~~375~~ **414** million daily active users, or DAUs, on average in the quarter ended December 31, ~~2022~~ **2023**. We view DAUs as a critical measure of our user engagement, and adding, maintaining, and engaging DAUs have been and will continue to be necessary. Our DAUs and DAU growth rate have declined in the past and they may decline in the future due to various factors, including as the size of our active user base increases, as we achieve higher market penetration rates, as we face continued competition for our users and their time, or if there are performance issues with our service. ~~For example, in 2018, we believe our DAUs declined primarily due to changes in the design of our application and continued performance issues with the Android version of our application.~~ In addition, as we achieve maximum market penetration rates among younger users in developed markets, future growth in DAUs will need to come from older users in those markets, ~~or from~~ **or from** developing markets, ~~or users with Android mobile operating systems~~, which may not be possible or may be more difficult, **expensive**, or time-consuming for us to achieve. While we may experience periods when our DAUs increase due to products and services with short-term popularity, ~~or due to a lack of other events that compete for our users’ attention~~, we may not always be able to attract new users, retain existing users, or maintain or increase the frequency and duration of their engagement if current or potential new users do not perceive our products to be fun, engaging, ~~and~~ **or** useful. In addition, because our products typically require high bandwidth data capabilities for users to benefit from all of the features and capabilities of our application, many of our users live in countries with high-end mobile device penetration and high bandwidth capacity cellular networks with large coverage areas. We therefore do not expect to experience rapid user growth or engagement in regions with either low smartphone penetration or a lack of well-established and high bandwidth capacity cellular networks. ~~If~~ **As** our DAU growth rate ~~continues to slow~~ **slow** or ~~if the number of DAUs~~ becomes stagnant, or we have a decline in DAUs, our financial performance will increasingly depend on our ability to elevate user activity or increase the monetization of our users. Snapchat is free and easy to join, the barrier to entry for new entrants in our business is low, and the switching costs to another platform are also low. Moreover, the majority of our users are 18-34 years old. This demographic may be less brand loyal and more likely to follow trends, including viral trends, than other demographics. These factors may lead users to switch to another product, which would negatively affect our user retention, growth, and engagement. Snapchat also may not be able to penetrate other demographics in a meaningful manner. Falling user retention, growth, or engagement could make Snapchat less attractive to advertisers and partners, which may seriously harm our business. In addition, we continue to compete with other companies to attract and retain our users’ attention. ~~We calculate average DAUs for a particular quarter by adding the number of DAUs on each day of that quarter and dividing that sum by the number of days in that quarter. This calculation may mask any individual days or months within the quarter that are significantly higher or lower than the quarterly average.~~ There are many factors that could negatively affect user retention, growth, and engagement, including if: • users engage more with competing products instead of ours; • our competitors continue to mimic our products or improve on them; • we fail to introduce new and exciting products and services or those we introduce or modify are poorly received; • our products fail to operate effectively or compatibly on the iOS or Android mobile operating systems; • we are unable to continue to develop products that work with a variety of mobile operating systems, networks, and smartphones; • we do not provide a compelling user experience because of the decisions we make regarding the type and frequency of advertisements that we display or the structure and design of our products; • we are unable to combat ~~spam~~, **spam**, bad actors, **spam**, or other hostile or inappropriate usage on our products; • there are changes in user sentiment about the quality or usefulness of our products in the short-term, long-term, or both; • there are concerns about the privacy implications, safety, or security of our products and our processing of personal data; • our content partners do not create content that is engaging, useful, or relevant to users; • our content partners decide not to renew agreements or devote the resources to create engaging content, or do not provide content exclusively to us; • advertisers and partners display ads that are untrue, offensive, or otherwise fail to follow our guidelines; • our products are subject to increased regulatory scrutiny or approvals, including from ~~international~~ **foreign** privacy regulators (particularly in the EEA/UK), or there are changes in our products that are mandated or prompted by legislation, regulatory authorities, executive actions, or litigation, including settlements or consent decrees, that adversely affect the user experience; • technical or other problems frustrate the user experience **or negatively impact users’ trust in our service**, including by providers that host our platforms, particularly if those problems prevent us from delivering our product experience in a fast and reliable manner, **or cyberattacks, breaches, or**

other security incidents that compromise our sensitive user data; • we fail to provide adequate service to users, advertisers, or partners; • we do not provide a compelling user experience to entice users to use the Snapchat application on a daily basis, or our users don't have the ability to make new friends to maximize the user experience; • we, our partners, or other companies in our industry segment are the subject of adverse media reports or other negative publicity, some of which may be inaccurate or include confidential information that we are unable to correct or retract; • we do not maintain our brand image or our reputation is damaged; or • our current or future products reduce user activity on Snapchat by making it easier for our users to interact directly with our partners. Any decrease to user retention, growth, or engagement could render our products less attractive to users, advertisers, or partners, and would seriously harm our business. **Snapchat depends on effectively operating with mobile..... to run our business and operations.** We generate substantially all of our revenue from advertising. The failure to attract new advertisers, the loss of advertisers, or a reduction in how much they spend could seriously harm our business. Substantially all of our revenue is generated from third parties advertising on Snapchat. For the years ended December 31, **2023, 2022, and 2021, and 2020**, advertising revenue accounted for approximately **96 %, 99 %, and 99 %, and 99 %** of our total revenue, respectively. Even though we have introduced other revenue streams, including a subscription model **for one of our products**, we still expect this trend to continue for the foreseeable future. ~~Although we try to establish longer-term advertising commitments with advertisers, most~~ **Most** advertisers do not have long-term advertising commitments with us, and our efforts to establish long-term commitments may not succeed. Our advertising customers ~~vary~~ **range** from small businesses to well-known brands, **and may include advertising resellers**. Many of our customers ~~only recently started working with our advertising solutions and~~ spend a relatively small portion of their overall advertising budget with us, but some customers have devoted meaningful budgets that contribute **more significantly** to our total revenue. In addition, advertisers may view some of our advertising solutions as experimental and unproven, or prefer certain of our products over others. Advertisers, including our customers who have devoted meaningful advertising budgets to our product, will not continue to do business with us if we do not deliver advertisements in an effective manner, or if they do not believe that their investment in advertising with us will generate a competitive return relative to other alternatives. As our business continues to develop, there may be new or existing **customers** ~~advertisers or resellers~~, **including** ~~or advertisers or resellers~~ from different geographic regions, that contribute more significantly to our total revenue, **and a loss of such customers or a significant reduction in how much they spend with us could adversely impact our business**. Any economic or political instability, whether as a result of the **COVID-19 pandemic, the conflict in Ukraine, the macroeconomic climate, war or other armed conflict, terrorism**, or otherwise, in a specific country or region, may negatively impact the global or local economy, advertising ecosystem, our customers and their budgets with us, or our ability to forecast our advertising revenue, and **could seriously harm** our business ~~would be seriously harmed~~. Moreover, we rely heavily on our ability to collect and disclose data ~~and metrics to our~~ **advertisers** ~~customers~~ so we can attract new ~~advertisers~~ **customers** and retain existing ~~advertisers~~ **customers**. Any restriction ~~or inability~~, whether by law, regulation, policy, or other reason, **on our ability** to collect and disclose data and metrics ~~which that~~ our ~~advertisers~~ **customers** find useful would impede our ability to attract and retain advertisers. Regulators ~~around~~ **in many of** the **world countries in which we operate or have users** are increasingly scrutinizing and regulating the collection, use, and sharing of personal data related to advertising, which could materially impact our revenue and seriously harm our business. **Many of** ~~For example, the~~ **these laws and European Union's General Data Protection Regulation regulations**, or EU GDPR, and the United Kingdom's GDPR, or UK GDPR, ~~expanded~~ **expand** the rights of individuals to control how their personal data is collected and processed, and ~~placed~~ **place** restrictions on the use of personal data of **teens** ~~younger minors~~. The processing of personal data for personalized advertising ~~under GDPR~~ continues to be under increased scrutiny from ~~European~~ regulators, which includes ongoing regulatory action against large technology companies like ours, the outcomes of which may be uncertain and subject to appeal. ~~The~~ **These laws** ~~may~~ **upcoming European Digital Services Act, or DSA, which will go into effect in late 2023 or early 2024, prohibits** ~~targeted us and our customers from targeting~~ advertising to **minors** ~~teens~~ based on the profiling of personal **data** information in the European Union. Other ~~European~~ legislative proposals and present laws and regulations may also apply to our or our advertisers' activities and require significant operational changes to our business. ~~These~~ **For example, it is anticipated that the ePrivacy Regulation and national implementing laws and regulations** will replace the current national laws implementing the ePrivacy Directive, which could have a material impact on the **development** availability of data we rely on to improve and **deployment** personalize our products and features. Outside of Europe, **AI and machine learning in the context of our targeted advertising activities**, other ~~Other~~ laws **to which we are or may become subject** further regulate behavioral, interest-based, or targeted advertising, making certain online advertising activities more difficult and subject to additional scrutiny. ~~These laws~~ **For example, in the United States, the California Consumer Privacy Act, or CCPA, and the California Privacy Rights Act of 2020, or CPRA (operative January 2023), place additional requirements on the handling of personal data for us, our partners, and our advertisers, such as granting** ~~grant users~~ California residents the right to opt-out of a company's sharing of **their** personal data for certain advertising purposes in exchange for money or other valuable consideration ~~-, or~~ **require parental consent to be obtained for** other ~~the processing~~ states are considering similar legislation. Moreover, individuals are also becoming increasingly aware of and resistant to the collection, use, and sharing of personal data **of users under a certain age and restrict tracking and use of teens' data, including for advertising. Regulators have issued significant monetary fines in certain circumstances where the regulators alleged that appropriate consent was not obtained** in connection with **targeted** advertising activities. Individuals are becoming more aware of options ~~In addition, legislative proposals and present laws and regulations in countries where we operate~~ **related-** **regulate** to consent the use of cookies and other **tracking technologies** options to opt-out of such data processing, **electronic communications** including through media attention about privacy and data protection. Some users have opted out of allowing Snap to join data from third party apps and websites with data from Snapchat for advertising purposes, which has negatively impacted our ability to collect certain user data and **marketing** our advertising partners' ability to deliver relevant content, all of which could negatively

~~impact our business.~~ Furthermore, in April 2021, Apple issued an iOS update that ~~imposes~~ **imposed** heightened restrictions on our access and use of user data by allowing users to more easily opt- out of tracking of activity across devices. Additionally, Google ~~has~~ announced that it will implement similar changes with respect to its Android operating system, and major web browsers, like Firefox, Safari, and Chrome, have or plan to make similar changes as well. ~~These~~ **The implemented** changes have ~~had, and the announced or planned changes likely will have, an adversely~~ **adverse affected effect on** our targeting, measurement, and optimization capabilities, and in turn ~~affected~~ our ability to target advertisements and measure the effectiveness of advertisements on our services. This has resulted in, and in the future is likely to continue to result in, reduced demand and pricing for our advertising products and could seriously harm our business. The longer- term impact of these changes on the overall mobile advertising ecosystem, our competitors, our business, and the developers, partners, and advertisers within our community ~~is~~ **remains** uncertain, and depending on how we, our competitors, and the overall mobile advertising ecosystem adjusts, and how our partners, advertisers, and users respond, our business could be seriously harmed. **Any** ~~While we implement~~ alternative solutions ~~we~~ **implement** are subject to rules and standards set by the owners of such mobile operating systems which may be unclear, change, or be interpreted in a manner adverse to us and require us to halt or change our solutions, any of which could seriously harm our business. In addition, if we are unable to mitigate **or respond to** these and future developments, and alternative solutions do not become widely adopted by our advertisers, then our targeting, measurement, and optimization capabilities will be materially and adversely affected, which would in turn continue to negatively impact our advertising revenue. Our advertising revenue could also be seriously harmed by many other factors, including: • diminished or stagnant growth, or a decline, in the total ~~and or~~ regional number of DAUs on Snapchat; • our inability to deliver advertisements to all of our users due to **legal restrictions or** hardware, software, or network limitations; • a decrease in the amount of time spent on Snapchat, a decrease in the amount of content that our users share, or decreases in usage of our Camera, Visual Messaging, Map, Stories, and Spotlight platforms; • our inability to create new products that sustain or increase the value of our advertisements; • changes in our user demographics that make us less attractive to advertisers; • lack of ad creative availability by our advertising partners; • a decline in our available content, including if our content partners do not renew agreements, devote the resources to create engaging content, or provide content exclusively to us; • decreases in the perceived quantity, quality, usefulness, or relevance of the content provided by us, our community, or partners; • increases in resistance by users to our collecting, using, and sharing their personal data for advertising- related purposes; • changes in our analytics and measurement solutions, including what we are permitted to collect and disclose under the terms of Apple' s and Google' s mobile operating systems, that demonstrate the value of our advertisements and other commercial content; • competitive developments or advertiser perception of the value of our products that change the rates we can charge for advertising or the volume of advertising on Snapchat; • product changes or advertising inventory management decisions we may make that change the type, size, ~~or~~ frequency, **or effectiveness** of advertisements displayed on Snapchat or the method used by advertisers to purchase advertisements; • adverse legal developments relating to advertising, including changes mandated or prompted by legislation, regulation, executive actions, or litigation regarding the collection, use, and sharing of personal data for certain advertising- related purposes; • adverse media reports or other negative publicity involving us, our founders, our partners, or other companies in our industry ~~segment~~; • advertiser or user perception that content published by us, our users, or our partners is objectionable; • the degree to which users skip advertisements and therefore diminish the value of those advertisements to advertisers; • changes in the way advertising is priced or its effectiveness is measured; • our inability, or perceived inability, to **achieve an advertiser' s intended performance metric**, measure the effectiveness of our advertising, or target the appropriate audience for advertisements; • our inability to **access**, collect, and disclose ~~data or access a~~ user' s personal data, including ~~identifier for~~ advertising or similar deterministic identifiers that new and existing advertisers may find useful; • difficulty and frustration from advertisers who may need to reformat or change their advertisements to comply with our guidelines; • volatility in the equity markets, which may reduce our advertisers' capacity or desire for aggressive advertising spending towards growth; and • the political, economic, and macroeconomic climate and the status of the advertising industry in general, including impacts related to labor shortages **and disruptions**, supply chain disruptions, **banking instability**, inflation, and as a result of war, terrorism, or armed conflict. **Moreover, individuals are also becoming increasingly aware of and resistant to the collection, use, and sharing of personal data in connection with advertising. Individuals are becoming more aware of options and certain rights related to consent and other options to opt- out of such data processing**, including ~~Russia~~ through media attention about privacy and data protection. **Some users have opted out of allowing Snap to combine certain data from third- party apps and websites with certain data from Snapchat for advertising purposes, which has negatively impacted our ability to collect certain user data and our advertising partners' s** ~~invasion~~ **ability to deliver relevant content, all of Ukraine** ~~which could negatively impact our business~~ These and other factors could reduce demand for our advertising products, which may lower the prices we receive, or cause advertisers to stop advertising with us altogether. Either of these would ~~and may seriously harm our business if we are unable to grow our revenues faster than the cost of utilizing the services of Google Cloud, AWS, or similar providers.~~ In addition, Google or Amazon may take actions beyond our control that could seriously harm our business, including: • discontinuing or limiting our access to its cloud platform; • increasing pricing terms; • terminating or seeking to terminate our contractual relationship altogether; • establishing more favorable relationships or pricing terms with one or more of our competitors; or • modifying or interpreting its terms of service or other policies in a manner that impacts our ability to run our business and operations. If we are unable to protect our intellectual property, the value of our brand and other intangible assets may be diminished, and our business may be seriously harmed. If we need to license or acquire new intellectual property, we may incur substantial costs. We aim to protect our confidential proprietary information, in part, by entering into confidentiality agreements and invention assignment agreements with our employees, consultants, advisors, and third parties who access or contribute to our proprietary know- how, information, or technology. We, however, cannot assure you that these agreements will be effective in controlling access to, or preventing

unauthorized distribution, use, misuse, misappropriation, reverse engineering, or disclosure of our proprietary information, know-how, and trade secrets. ~~These agreements may be breached, and we may not have adequate remedies for any such breach. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret or know-how can be difficult, expensive, and time-consuming, and the outcome can be unpredictable. Furthermore~~ **Further**, these agreements do not prevent our competitors or partners from independently developing offerings that are substantially equivalent or superior to ours. **These agreements may be breached, and we may not have adequate remedies for any such breach. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret or know-how can be difficult, expensive, and time-consuming, and the outcome can be unpredictable.** We also rely on trademark, copyright, patent, trade secret, and domain-name protection laws to protect our proprietary rights. In the United States and internationally, we have filed various applications to protect aspects of our intellectual property, and we currently hold a number of issued patents, trademarks, and copyrights in multiple jurisdictions. In the future, we may acquire additional patents or patent portfolios ~~in the future~~, which could require significant cash expenditures. However, third parties may knowingly or unknowingly infringe our proprietary rights, third parties may challenge proprietary rights held by us, third parties may design around our proprietary rights or independently develop competing technology, and pending and future trademark, copyright, and patent applications may not be approved. Moreover, we cannot ensure that the claims of any granted patents will be sufficiently broad to protect our technology or platform and provide us with competitive advantages. Additionally, failure to comply with applicable procedural, documentary, fee payment, and other similar requirements could result in abandonment or lapse of the affected patent, trademark, or copyright application or registration. Moreover, a portion of our intellectual property has been acquired or licensed from one or more third parties. While we have conducted diligence with respect to such acquisitions and licenses, because we did not participate in the development or prosecution of much of the acquired intellectual property, we cannot guarantee that our diligence efforts identified and remedied all issues related to such intellectual property, including potential ownership errors, potential errors during prosecution of such intellectual property, and potential encumbrances that could limit our ability to enforce such intellectual property rights. Further, the laws of certain foreign countries do not provide the same level of protection of corporate proprietary information and assets such as intellectual property, trade secrets, know-how, and records as the laws of the United States. For instance, the legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection. As a result, we may be exposed to material risks of theft of our proprietary information and other intellectual property, including technical data, manufacturing processes, data sets, or other sensitive information, and we may also encounter significant problems in protecting and defending our intellectual property or proprietary rights abroad. In any of these cases, we may be required to expend significant time and expense to prevent infringement or to enforce our rights. Our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights, and, if such defenses, counterclaims, and countersuits are successful, we could lose valuable intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could impair the functionality of our platform, delay introductions of enhancements to our platform, result in our substituting inferior or more costly technologies into our platform, or harm our reputation and brand. In addition, we may be required to license additional technology from third parties to develop and market **new platform features, which may not be on commercially reasonable terms, or at all, and would adversely affect our ability to compete. Although we have taken measures to protect our proprietary rights, there can be no assurance that others will not offer products, brands, content, or concepts that are substantially similar to ours and compete with our business. If we are unable to protect our proprietary rights or prevent unauthorized use or appropriation by third parties, the value of our brand and other intangible assets may be diminished, and competitors may be able to more effectively mimic our service and methods of operations. Any of these events could seriously harm our business** seriously harm our business. Our two co-founders have control over all stockholder decisions because they control a substantial majority of our voting stock. Our two co-founders, Evan Spiegel and Robert Murphy, control over 99 % of the voting power of our outstanding capital stock as of December 31, ~~2022~~ **2023**, and Mr. Spiegel alone can exercise voting control over a majority of our outstanding capital stock. As a result, Mr. Spiegel and Mr. Murphy, or in many instances Mr. Spiegel acting alone, have the ability to control the outcome of all matters submitted to our stockholders for approval, including the election, removal, and replacement of our directors and any merger, consolidation, or sale of all or substantially all of our assets. If Mr. Spiegel's or Mr. Murphy's employment with us is terminated, they will continue to have the ability to exercise the same significant voting power and potentially control the outcome of all matters submitted to our stockholders for approval. Either of our co-founders' shares of Class C common stock will automatically convert into Class B common stock, on a one-to-one basis, nine months following his death or on the date on which the number of outstanding shares of Class C common stock held by such holder represents less than 30 % of the Class C common stock held by such holder on the closing of our IPO, or 32,383,178 shares of Class C common stock. Should either of our co-founders' Class C common stock be converted to Class B common stock, the remaining co-founder will be able to exercise voting control over our outstanding capital stock. Moreover, Mr. Spiegel and Mr. Murphy have entered into a proxy agreement under which each has granted to the other a voting proxy with respect to all shares of our Class B common stock and Class C common stock that each may beneficially own from time to time or have voting control over. The proxy would become effective on either founder's death or disability. Accordingly, on the death or incapacity of either Mr. Spiegel or Mr. Murphy, the other could individually control nearly all of the voting power of our outstanding capital stock. In addition, in October 2016, we issued a dividend of one share of non-voting Class A common stock to all our equity holders, which will prolong our co-founders' voting control because our co-founders are able to liquidate their holdings of non-voting Class A common stock without diminishing their voting control. Furthermore, in July 2022, our board of directors approved the future declaration and payment of a special dividend of one share of Class A Common stock on each outstanding share of Snap's common stock, subject to certain triggering conditions. In the future, our

board of directors may, from time to time, decide to issue additional special or regular stock dividends in the form of Class A common stock, and if we do so our co-founders' control could be further prolonged. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support. Conversely, this concentrated control could allow our co-founders to consummate such a transaction that our other stockholders do not support. In addition, our co-founders may make long-term strategic investment decisions **for the company** and take risks that may not be successful and may seriously harm our business. As our Chief Executive Officer, Mr. Spiegel has control over our day-to-day management and the implementation of major strategic investments of our company, subject to authorization and oversight by our board of directors. As board members and officers, Mr. Spiegel and Mr. Murphy owe a fiduciary duty to our stockholders and must act in good faith in a manner they reasonably believe to be in the best interests of our stockholders. As stockholders, even controlling stockholders, Mr. Spiegel and Mr. Murphy are entitled to vote their shares, and shares over which they have voting control, in their own interests, which may not always be in the interests of our stockholders generally. We have not elected to take advantage of the "controlled company" exemption to the corporate governance rules for companies listed on the New York Stock Exchange, or NYSE. Macroeconomic uncertainties, including labor shortages **and disruptions**, supply chain disruptions, **banking instability**, inflation, **and** recession risks, **and the COVID-19 pandemic** have in the past and may continue to adversely impact our business. Global economic and business activities continue to face widespread macroeconomic uncertainties, including labor shortages **and disruptions**, supply chain disruptions, **banking instability**, inflation, **and** as well as recession risks, which may continue for an extended period, and **some of** which have adversely impacted, and may continue to adversely impact, many aspects of our business. As some of our advertisers experienced downturns or uncertainty in their own business operations and revenue, they halted or decreased or may halt, decrease, or continue to decrease, temporarily or permanently, their advertising spending or may focus their advertising spending more on other platforms, all of which may result in decreased advertising revenue. Labor shortages **and disruptions**, supply chain disruptions, **banking instability**, and inflation continue to cause logistical challenges, increased input costs, **and** inventory constraints, **and liquidity uncertainty** for our advertisers, which in turn may also halt or decrease advertising spending. ~~In addition, the unpredictability of the COVID-19 pandemic and other macroeconomic uncertainties may make it difficult to forecast our advertising revenue. Any decline in advertising revenue or the collectability of our receivables could seriously harm our business. As a result of macroeconomic uncertainties the COVID-19 pandemic, our partners and community who provide content or services to us may experience delays or interruptions in their ability to create content or provide services, if they are able to do so at all. Members of our community may also alter their usage of our products and services, particularly relative to prior periods when travel restrictions were in place.~~ A decrease in the amount or quality of content available on Snapchat, or an interruption in the services provided to us, could lead to a decline in user engagement, which could seriously harm our business. ~~The effects of the COVID-19 pandemic on user engagement or growth are uncertain, and may lead to unpredictable results in the short-term and long-term, including shorter-term increases in user engagement or growth that may not be indicative of longer-term trends. If physical distancing requirements and shelter-in-place orders are reactivated, and if fewer in-person activities take place, we may experience short-term and long-term disruption to user behavior and our business. We may also experience inconsistent or negative engagement as user behavior on our platform changes, including changes in user activity as a result of any physical distancing requirements and shelter-in-place orders. In addition, while the impact and duration of the COVID-19 pandemic on the global economy and our business has been mitigated, there are no assurances that the COVID-19 pandemic may not in the future result in significant volatility and disruption of global financial markets, which could negatively affect our liquidity in the future. The global impact of COVID-19 continues to evolve, and we will continue to monitor the situation closely. Although the spread of COVID-19 may eventually be contained or further mitigated, we do not yet know how businesses, advertisers, or our partners will operate in a post-COVID-19 environment. Our users may change how they use our products and services in an environment where the perceived risk of COVID-19 and regulations surrounding it have changed. There may be additional costs or impacts to our business and operations, including future plans to return to our offices and resume in-person activities, travel, and events. In addition, there is no guarantee that a future outbreak of this or any other widespread epidemic will not occur, or if or when the global economy will fully recover. The ultimate impact of the COVID-19 pandemic or a similar health epidemic on our business, operations, or the global economy as a whole remains highly uncertain. To the extent that macroeconomic uncertainties and the COVID-19 pandemic continue to impact our business, many of the other risks described in these risk factors may be exacerbated. Exposure to geo-political conflicts and events, including Russia's invasion of Ukraine, could put our employees and partners at substantial risk, interrupt our operations, increase costs, create additional regulatory burdens, and have significant negative macroeconomic effects, any of which could seriously harm our business. Significant geo-political conflicts and events, such as Russia's invasion of Ukraine, have had, and will likely continue to have, a substantial effect on our business and operations. We have had, and will likely continue to have, team members and their families in Ukraine impacted regions who face substantial personal risk, unprecedented disruption of their lives, and uncertainty as to the future. We have provided been providing emergency assistance and support to these team members and their families, and we including helping team members to safely relocate when possible. We expect to continue this support in the future. In addition, we have offices, hardware, and other assets in Ukraine impacted regions that may be at risk of destruction or theft. We have incurred, and will likely continue to incur, costs to support our team members and reorganize our operations to address these ongoing challenges. In addition, our management has spent significant time and attention on these and related events. The ongoing disruptions to our team members, our management, and our operations could seriously harm our business. We believe Snapchat remains an important communication tool for family and friends in the region. However, in March 2022, we stopped all advertising running in Russia, Belarus, and Ukraine and halted advertising sales to all Russian and Belarusian entities. Many countries have placed sanctions and other restrictions on doing business with Russian or Belarusian businesses and certain individuals. In response,~~

Russia and Belarus have enacted restrictions and sanctions of their own. These new laws, regulations, and sanctions are rapidly evolving and may conflict with each other, leading to uncertainty and possible mistakes in compliance. Should we violate such existing or similar future sanctions or regulations, we may be subject to substantial monetary fines and other penalties that could seriously harm our business. In addition, we may be restricted from offering our products or services in these countries, and any reduction in availability or use could negatively impact our DAU, revenue, or operations. Generally, during times of war and other major conflicts, we, the third parties on which we rely, and our partners **are** may be vulnerable to a heightened risk of cyberattacks, including retaliatory cyberattacks, that could seriously disrupt our business. We have experienced an increase in attempted cyberattacks on our products, systems, and networks, which we believe are related to the **conflict conflicts**. We may also face retaliatory attacks by governments, entities, or individuals who do not agree with our public expressions of **with regards to any conflicts or** support for **Ukraine and our Ukrainian** team members. Any such attack could cause disruption to our platform, systems, and networks, result in security breaches or data loss, damage our brand, or reduce demand for our services or advertising products. In addition, we may face significant costs (including legal and litigation costs) to prevent, correct, or remediate any such breaches. We may also be forced to expend additional resources monitoring our platform for evidence of disinformation or misuse in connection with the ongoing conflict. **The situation in Ukraine continues to Geo-political conflicts and events are inherently unpredictable,** evolve **quickly,** and **may have negative** we will monitor the situation closely. It is unclear how long the conflict will last and the long-term outcome and impact **impacts**. On a macroeconomic level, **the geo-political conflict conflicts may** in Ukraine has further disrupted -- **disrupt** trade, intensified **intensify** problems in the global supply chain, and **contributed- contribute** to inflationary pressures. All of these factors may negatively impact the demand for advertising as companies face limited product availability, restricted sales opportunities, and condensed margins. Any pause or reduction in advertising spending in connection with **the geo-political conflict conflicts in Ukraine or events** could negatively impact our revenue and harm our business. If we do not develop successful new products or improve existing ones, our business will suffer. We may also invest in new lines of business that could fail to attract or retain users or generate revenue. Our ability to engage, retain, and increase our user base and to increase our revenue will depend heavily on our ability to successfully create new products, both independently and together with third parties. We may introduce significant changes to **, or discontinue,** our existing products or develop and introduce new and unproven products and services, including technologies with which we have little or no prior development or operating experience. These new products and updates may fail to increase the engagement of our users, advertisers, or partners, may subject us to increased regulatory requirements or scrutiny, and may even result in short-term or long-term decreases in such engagement by disrupting existing user, advertiser, or partner behavior or by introducing performance and quality issues. For example, **beginning in 2017 January 2023,** we **started transitioning-made changes to** our advertising sales to a self-serve platform, which decreased average advertising prices. In 2018, we believe **will lay** our DAUs declined primarily due to changes in the **foundation for future growth** design of our application and continued performance issues with the Android version of our application. In August 2022, **but** we announced a strategic reprioritization in which **have been disruptive** we substantially reduced or eliminated, and may continue to reduce or eliminate, investments not directly connected to our top- **to our customers** priorities of community growth, revenue growth, and augmented reality **how some of them utilized our platform**. The short- and long-term impact of any major change, like our 2018 application redesign, the rewrite of our application for Android users in 2019, and our strategic reprioritization in 2022, or even a less significant change such as a refresh of the application or a feature change, is difficult to predict. Although we believe that these decisions will benefit the aggregate user experience and improve our financial performance over the long term, we may experience disruptions or declines in our DAUs or user activity broadly or concentrated on certain portions of our application. Product innovation is inherently volatile, and if new or enhanced products fail to engage our users, advertisers, or partners, or if we fail to give our users meaningful reasons to return to our application, we may fail to attract or retain users or to generate sufficient revenue, operating margin, or other value to justify our investments, any of which may seriously harm our business in the short-term, long-term, or both. Because our products created new ways of communicating, they have often required users to learn new behaviors to use our products, or to use our products repeatedly to receive the most benefit. These new behaviors, such as swiping and tapping in the Snapchat application, are not always intuitive to users. This can create a lag in adoption of new products and new user additions related to new products. We believe this has not hindered our user growth or engagement, but that may be the result of a large portion of our user base being in a younger demographic and more willing to invest the time to learn to use our products most effectively. To the extent that future users, including those in older demographics, are less willing to invest the time to learn to use our products, and if we are unable to make our products easier to learn to use, our user growth or engagement could be affected, and our business could be harmed. We may also develop new products or initiatives that increase user engagement and costs without increasing revenue **in the short or long term. In addition, we have invested, and expect to continue to invest, in new lines of business, new products, and other initiatives to increase our user base and user activity, and attempt to monetize the platform**. For example, in 2016, we introduced Memories, our cloud storage service for Snaps, which increases our storage costs but does not currently generate revenue. In addition, we have invested, and expect to continue to invest, in new lines of business, new products, and other initiatives to increase our user base and user activity, and attempt to monetize the platform. For example, in 2020, we launched Spotlight, a new entertainment platform for user-generated content within Snapchat, in **June 2022,** we launched Snapchat+, a subscription product that gives subscribers access to exclusive, experimental, and pre-release features, and **in July 2022, we launched** Snapchat for Web, a browser-based product that brings Snapchat's signature calling and ephemeral messaging capabilities to the web, **and in 2023, we launched My AI, an artificial intelligence powered chatbot**. Such new lines of business, new products, and other initiatives may be costly, difficult to operate and monetize, increase **regulatory scrutiny and** product liability and litigation risk, and divert management's attention, and there is no guarantee that they will be positively received by our community or provide positive returns on our investment. We frequently launch new

products and the products that we launch may have technical issues that diminish the performance of our application, **experience product failures, or become subject to product recalls**. These performance issues or issues that we encounter in the future could impact our user engagement. In addition, new products or features that we launch may ultimately prove unsuccessful **or no longer fit with our priorities**, and may be eliminated in the future. **Such eliminations may require us to reduce our workforce and incur significant expenses**. In certain cases, new products that we develop may require regulatory approval prior to launch or may require us to comply with additional regulations or legislation, including laws that are rapidly changing. There is no guarantee that we will be able to obtain such regulatory approval, and our efforts to comply with these laws and regulations could be costly and divert management's time and effort and may still not guarantee compliance. If we do not successfully develop new approaches to monetization or meet the expectations of our users or partners, we may not be able to maintain or grow our revenue as anticipated or recover any associated development costs, and our business could be seriously harmed. Our business is highly competitive. We face significant competition that we anticipate will continue to intensify. If we are not able to maintain or improve our market share, our business could suffer. We face significant competition in almost every aspect of our business both domestically and internationally, especially because our products and services operate across a broad list of categories, including camera, visual messaging, content, and augmented reality. Our competitors range from smaller or newer companies to larger, more established companies such as Alphabet (including Google and YouTube), Apple, ByteDance (including TikTok), Kakao, LINE, Meta (including Facebook, Instagram, **Threads**, and WhatsApp), Naver (including Snow), Pinterest, Tencent, and **X (formerly Twitter)**. Our competitors also include platforms that offer, or will offer, a variety of products, services, content, and online advertising offerings that compete or may compete with Snapchat features or offerings. For example, Instagram, a competing application owned by Meta, has incorporated many of our features, including a "stories" feature that largely mimics our Stories feature and may be directly competitive. Meta has introduced, and likely will continue to introduce, more private ephemeral products into its various platforms which mimic other aspects of Snapchat's core use case. We also compete for users and their time, so we may lose users or their attention not only to companies that offer products and services that specifically compete with Snapchat features or offerings, but to companies with products or services that target or otherwise appeal to certain demographics, such as Discord or Roblox. Moreover, in emerging international markets, where mobile devices often lack large storage capabilities, we may compete with other applications for the limited space available on a user's mobile device. We also face competition from traditional and online media businesses for advertising budgets. We compete broadly with the **social media offerings products and services** of Alphabet, Apple, ByteDance, Meta, Pinterest, and **X (formerly Twitter)**, and with other, largely regional, social media platforms that have strong positions in particular countries. As we introduce new products, as our existing products evolve, or as other companies introduce new products and services, we may become subject to additional competition. Many of our current and potential competitors have significantly greater resources and broader global recognition, and occupy stronger competitive positions in certain market segments, than we do. These factors may allow our competitors to respond to new or emerging technologies and changes in market requirements better than we can, undertake more far-reaching and successful product development efforts or marketing campaigns, or adopt more aggressive pricing policies. In addition, ongoing changes to privacy **and data protection** laws and mobile operating systems have made it more difficult for us to target and measure advertisements effectively, and advertisers may prioritize the solutions of larger, more established companies. As a result, our competitors may, and in some cases will, acquire and engage users or generate advertising or other revenue at the expense of our own efforts, which would negatively affect our business. Advertisers may use information that our users share through Snapchat to develop or work with competitors to develop products or features that compete with us. Certain competitors, including Alphabet, Apple, and Meta, could use strong or dominant positions in one or more market segments to gain competitive advantages against us in areas where we operate, including by: • integrating competing social media platforms or features into products they control such as search engines, web browsers, **artificial intelligence services**, advertising networks, or mobile operating systems; • making acquisitions for similar or complementary products or services; or • impeding Snapchat's accessibility and usability by modifying existing hardware and software on which the Snapchat application operates. Certain acquisitions by our competitors may result in reduced functionality of our products and services, provide our competitors with valuable insight into the performance of our and our partners' businesses, and provide our competitors with a pipeline of future acquisitions to maintain a dominant position. As a result, our competitors may acquire and engage users at the expense of our user base, growth, or engagement, which may seriously harm our business. We believe that our ability to compete effectively depends on many factors, many of which are beyond our control, including: • the usefulness, novelty, performance, and reliability of our products compared to our competitors' products; • the number and demographics of our DAUs; • the timing and market acceptance of our products, including developments and enhancements of our competitors' products; • our ability to monetize our products **and services, including new products and services**; • the availability of our products to users; • the effectiveness of our advertising and sales teams; • the effectiveness of our advertising products; • our ability to establish and maintain advertisers' and partners' interest in using Snapchat; • the frequency, relative prominence, and type of advertisements displayed on our application or by our competitors; • the effectiveness of our customer service and support efforts; • the effectiveness of our marketing activities; • ~~changes as a result of~~ actual or proposed legislation, regulation, executive actions, or litigation, including settlements and consent decrees, some of which may have a disproportionate effect on us; • acquisitions or consolidation within our industry segment; • our ability to attract, retain, and motivate talented team members, particularly engineers, designers, and sales personnel; • our ability to successfully acquire and integrate companies and assets; • **the security, or perceived security, of our products and data protection measures compared to our competitors' products**; • our ability to cost-effectively manage and scale our ~~rapidly growing~~ operations; and • our reputation and brand strength relative to our competitors. If we cannot effectively compete, our user engagement may decrease, which could make us less attractive to users, advertisers, and partners and seriously harm our business. We have incurred operating losses in the past, and may not be able to attain and sustain profitability. We began commercial operations in

2011 and we have historically experienced net losses and negative cash flows from operations. As of December 31, 2022-2023, we had an accumulated deficit of \$ 10-11. 2-7 billion and for the year ended December 31, 2022-2023, we had a net loss of \$ 1. 4-3 billion. We expect our operating expenses to increase in the future as we expand our operations. We may incur significant losses in the future for many reasons, including due to the other risks and uncertainties described in this report. Additionally, we may encounter unforeseen expenses, operating delays, or other unknown factors that may result in losses in future periods. If our revenue does not grow at a greater rate than our expenses, our business may be seriously harmed and we may not be able to attain and sustain profitability. The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could seriously harm our business. We depend on the continued services and performance of our key personnel, including Mr. Spiegel and Mr. Murphy. Although we have entered into employment agreements with Mr. Spiegel and Mr. Murphy, the agreements are at- will, which means that they may resign or could be terminated for any reason at any time. Mr. Spiegel and Mr. Murphy are high profile individuals who have received threats in the past and are likely to continue to receive threats in the future. Mr. Spiegel, as Chief Executive Officer, has been responsible for our company's strategic vision and Mr. Murphy, as Chief Technology Officer, developed the Snapchat application's technical foundation. Should either of them stop working for us for any reason, it is unlikely that the other co- founder would be able to fulfill all of the responsibilities of the departing co- founder nor is it likely that we would be able to immediately find a suitable replacement. The loss of key personnel, including members of management and key engineering, product development, marketing, and sales personnel, could disrupt our operations, adversely impact employee retention and morale, and seriously harm our business. **We** ~~As we continue to grow, we cannot guarantee we will continue to attract and retain the personnel we need to maintain our competitive position. We face significant competition in hiring and attracting qualified engineers, designers, and sales personnel, and the change by companies to offer a remote or hybrid work environment may increase the competition for such employees from employers outside of our traditional office locations. In November-February 2022-2023, we announced-implemented our return to office plan that still encompasses a hybrid approach, but requires greater in- office attendance. While we intend to continue offering flexible work arrangements based on the different needs of teams across our company on a case- by- case basis, we may face difficulty in hiring and retaining our workforce as a result of this shift to have greater in- office attendance. Further, labor is subject to external factors that are beyond our control, including our industry's highly competitive market for skilled workers and leaders, inflation, the COVID-19 pandemic and other macroeconomic uncertainties, and workforce participation rates. In addition, if our reputation were to be harmed, whether as a result of our strategic decisions or reprioritization in 2022,~~ media, legislative, or regulatory scrutiny or otherwise, it could make it more difficult to attract and retain personnel that are critical to the success of our business. As we mature, or if our stock price declines, our equity awards may not be as effective an incentive to attract, retain, and motivate team members. Stock price declines may also cause us to offer additional equity awards to our existing team members to aid in retention .~~Conversely, many of our current team members received substantial amounts of our capital stock, giving them a substantial amount of personal wealth, which can lead to an increase in attrition. As a result, it may be difficult for us to continue to retain and motivate these team members, and this wealth could affect their decision about whether they continue to work for us.~~ Furthermore, if we issue significant equity to attract and retain team members, we would incur substantial additional stock- based compensation expense and the ownership of our existing stockholders would be further diluted. If we do not succeed in attracting, hiring, and integrating excellent personnel, or retaining and motivating existing personnel, we may be unable to grow **or** effectively **manage our business** and our business could be seriously harmed. We have a continually evolving business model, which makes it difficult to evaluate our prospects and future financial results and increases the risk that we will not be successful. We began commercial operations in 2011 ~~and~~, began meaningfully monetizing Snapchat in 2015 , **and we launched Snapchat** , ~~We started transitioning our advertising sales to a self-serve platform-paid subscription product, in 2017-2022 .~~ We have a continually evolving business model, ~~based on using the camera to improve the way that people live and communicate,~~ which makes it difficult to effectively assess our future prospects. Accordingly, we believe that investors' future perceptions and expectations, which can be idiosyncratic and vary widely, and which we do not control, will affect our stock price. For example, investors may believe our timing and path to increased monetization will be faster or more effective than our current plans or than actually takes place. You should consider our business and prospects in light of the many challenges we face, including the ones discussed in this report. If the security of our information technology systems or data is compromised or if our platform is subjected to attacks that frustrate or thwart our users' ability to access our products and services, our users, advertisers, and partners may cut back on or stop using our products and services altogether, which could seriously harm our business. In the ordinary course of business, we collect, store, use, and share personal data and other sensitive information, including proprietary and confidential business data, trade secrets, third - party sensitive information, and intellectual property (collectively, sensitive information). Our efforts to protect our sensitive information, including information that our users, advertisers, and partners have shared with us, may be unsuccessful due to the actions of third parties, ~~software bugs including traditional " black hat " hackers, nation states, nation- state supported groups, organized criminal enterprises, hacktivists, and our personnel and contractors (through theft, misuse, or other risk) technical malfunctions, employee error or malfeasance, or other factors.~~ We and the third parties on which we rely **are** ~~may be~~ subject to a variety of evolving threats, including social- engineering attacks (for example by fraudulently inducing employees, users, or advertisers to disclose information to gain access to our sensitive information, including data or our users' or advertisers' data , **such as through the use of deep fakes, which may be increasingly more difficult to identify as fake**), malware, ~~viruses~~ **malicious code** , hacking , **credential stuffing, denial of service** , and other threats , **including attacks enhanced or facilitated by artificial intelligence** . While certain of these threats have occurred in the past, they have become more prevalent and sophisticated in our industry, and may occur in the future. Because of our prominence and value of our sensitive ~~data~~ **information** , we believe that we are an attractive target for these sorts of attacks. In particular, severe ransomware attacks are becoming increasingly prevalent. To alleviate the financial, operational, and reputational impact of these

attacks, it may be preferable to make extortion payments, but we may be unwilling or unable to do so, including, for example, if applicable laws or regulations prohibit such payments. And, even if we make such payments, cyber threat actors may still disclose data, engage in further extortion, or otherwise harm our systems or data. Moreover, **for certain employees** we permit a hybrid work environment, which has increased risks to our information technology systems and data, as our employees utilize network connections, computers, and devices outside our premises or network, including working at home, while in transit and in public locations. In addition, cyber threat actors have also increased the complexity of their attempts to compromise user accounts, despite our defenses and detection mechanisms to prevent these account takeovers. User credentials may be obtained **off- platform, including** through breaches of third - party platforms and services, password stealing malware, social engineering, or other tactics and techniques **like credential harvesting**, and used to launch coordinated attacks. Some of these attacks may be hard to detect at scale and may result in cyber threat actors using our service to spam or abuse other users, access user personal data, further compromise additional user accounts, or to compromise employee account credentials or social engineer employees into granting further access to systems. We ~~may~~ rely on third- party service providers and technologies to operate critical business systems to process sensitive information in a variety of contexts, including cloud- based infrastructure, data center facilities, **artificial intelligence**, encryption and authentication technology, employee email, content delivery, and other functions. We may also rely on third- party service providers to provide other products or services to operate our business **or enable features in our platform**. Additionally, some advertisers and partners ~~may~~ store sensitive information that we share with them. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place despite their contractual representations to implement such measures and our third - party service provider vetting process. If these third parties fail to implement adequate data security practices or fail to comply with our terms ~~and~~, policies, **or contractual obligations**, our sensitive ~~data information~~ **information** may be improperly accessed or disclosed, and we may experience adverse consequences. And even if these third parties take all of these steps, their networks may still suffer a breach, which could compromise our sensitive **information. We or our third- party providers may also experience failures or malfunctions of hardware or software, the loss of technology assets, or the loss of data that, while not caused by threat actors, may have a similar impact and risk to our business**. While we may be entitled to damages if our third- party service providers fail to satisfy their privacy or security- related obligations to us, **or cause the loss of our data or prolonged downtime**, any award may be insufficient to cover our damages, or we may be unable to recover such award. Moreover, supply chain attacks have increased in frequency and severity, and we cannot guarantee that third parties in our supply chain have not been compromised or that their systems ~~or~~, networks, **or code** are free from exploitable defects or bugs that could result in a breach of or disruption to our platform, systems, and networks or the systems and networks of third parties that support us and our services. We are also reliant on third - party and open source software that may contain bugs, vulnerabilities, or errors that could be exploited or disclosed before a patch or fix is available ~~. If any of these or similar events occur, our or our third party partners' sensitive information and information technology systems could be accessed, acquired, modified, destroyed, lost, altered, encrypted, or disclosed in an unauthorized, unlawful, accidental, or other improper manner, resulting in a security incident or other interruption. We may expend significant resources or modify our business activities to adopt additional measures designed to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures or industry- standard or reasonable security measures to protect our systems and sensitive information.~~ While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. **Additionally, We take steps designed to detect and remediate vulnerabilities in our information systems (such as our hardware and software, including that of third parties upon which we rely), and we work with security researchers through our bug bounty program to help us identify vulnerabilities. We may not, however, detect, become aware of, and remediate all such vulnerabilities including on a timely basis, and there is no guarantee security researchers will disclose all vulnerabilities they become aware of or do so responsibly. Further, we may experience delays in developing or deploying remedial measures and patches designed to address identified vulnerabilities. Vulnerabilities could be exploited and result unable to detect vulnerabilities in a security or privacy incident. If any of these or similar events occur, our or our third- party partners' sensitive information and information technology systems could be accessed, acquired, modified, destroyed, lost, altered, encrypted, or disclosed in an unauthorized, unlawful, accidental, or other improper manner parts of our systems, including resulting in our products,** because such threats and techniques change frequently, are often sophisticated in nature, and may not be detected until after a security incident ~~has occurred or other interruption. We may expend significant resources or modify our business activities to adopt additional measures designed to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures or industry- standard or reasonable security measures to protect our systems and sensitive information. While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We have previously suffered the loss of sensitive information related to employee error, insider threats, and vendor breaches~~. Any security incident experienced by us or our third - party partners could damage our reputation and our brand, and diminish our competitive position. Applicable privacy and security obligations may require us to notify relevant stakeholders, **including affected individuals, customers, regulators, and investors**, of security incidents. Such ~~discloses~~ **disclosures** are costly, ~~and the disclosure or the failure to comply with such these legal~~ requirements could lead to adverse consequences. Governments and regulatory agencies **(including the Securities and Exchange Commission, or the SEC) have and may also continue to** enact new disclosure requirements for cybersecurity events. In addition, affected users or government authorities could initiate legal or regulatory action against us, including class- action claims, **mass arbitration demands**, investigations, penalties, and audits, which could be time- consuming and cause us to incur significant expense and liability or result in orders or consent decrees forcing us to modify our business practices. We could also experience loss of user or advertiser confidence in the security of our

platform, additional reporting requirements or oversight, restrictions on processing sensitive information, claims by our partners or other relevant parties that we have failed to comply with contractual obligations or our policies, and indemnification obligations. We could also spend material resources to investigate or correct the incident and to prevent future incidents. Maintaining the trust of our users is important to sustain our growth, retention, and user engagement. Concerns over our privacy and security practices, whether actual or unfounded, could damage our reputation and brand and deter users, advertisers, and partners from using our products and services. Any of these occurrences could seriously harm our business. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. **We have previously suffered the loss of In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information related to employee error about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and vendor breaches could be used to undermine our competitive advantage or market position.** Our user metrics and other estimates are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may seriously harm and negatively affect our reputation and our business. We regularly review and share metrics, including our DAUs and ARPU metrics, with our investors, advertisers, and partners to evaluate growth trends, measure our performance, and make strategic decisions. These metrics are calculated using internal company data gathered on an analytics platform that we developed and operate and our methodology **methodologies has have not in all instances** been validated by an independent third party. **In addition, we may change the way we measure and report metrics from time to time in connection with changes to our products, making comparisons to prior periods more difficult.** While these metrics are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring how our products are used across large populations globally that may require significant judgment and are subject to technical errors. For example, there may be individuals **attempt to create who have multiple Snapchat accounts for malicious purposes, including at scale**, even though we forbid that in our Terms of Service and **Community Guidelines. We** implement measures **in our user registration process and through other technical measures to prevent, detect, and suppress that behavior, although we have not determined the number of such accounts, or the effectiveness of such measures.** Our user metrics are also affected by technology on certain mobile devices that automatically runs in the background of our Snapchat application when another phone function is used, and this activity can cause our system to miscount the user metrics associated with such account. Some of our demographic data may be incomplete or inaccurate. For example, because users self-report their dates of birth, our age-demographic data may differ from our users' actual ages. And because users who signed up for Snapchat before June 2013 were not asked to supply their date of birth, we may exclude those users from age demographics or estimate their ages based on a sample of the self-reported ages we do have. If our users provide us with incorrect or incomplete information regarding their age or other attributes, then our estimates may prove inaccurate and fail to meet investor or advertiser expectations. Errors or inaccuracies in our metrics or data could also result in incorrect business decisions and inefficiencies. For instance, if a significant understatement or overstatement of active users were to occur, we may expend resources to implement unnecessary business measures or fail to take required actions to attract a sufficient number of users to satisfy our growth strategies. We count a DAU when a user opens the application, but only once per user per day. We have multiple pipelines of user data that we use to determine whether a user has opened the application during a particular day, becoming a DAU. This provides redundancy in the event one pipeline of data were to become unavailable for technical reasons, and also gives us redundant data to help measure how users interact with our application. However, we believe that we do not capture all data regarding our active users, which may result in understated metrics. This generally occurs because of technical issues, for instance when our systems do not record data from a user's application or when a user opens the Snapchat application and contacts our servers but is not recorded as an active user. We continually seek to address these technical issues and improve our **measurement processes and** accuracy, such as comparing our active users and other metrics with data received from other pipelines, including data recorded by our servers and systems. But given the complexity of the systems involved and the rapidly changing nature of mobile devices and systems, we expect these issues to continue, particularly if we continue to expand in parts of the world where mobile data systems and connections are less stable. If advertisers, partners, or investors do not perceive our user, geographic, other demographic metrics, or measurements of advertising effectiveness to be accurate, or if we discover material inaccuracies in our metrics, our reputation may be seriously harmed. Our advertisers and partners may also be less willing to allocate their budgets or resources to Snapchat, which could seriously harm our business. In addition, we calculate average DAUs for a particular quarter by adding the number of DAUs on each day of that quarter and dividing that sum by the number of days in that quarter. This calculation may mask any individual days or months within the quarter that are significantly higher or lower than the quarterly average. Improper or illegal use of Snapchat could seriously harm our business and reputation. We cannot be certain that the technologies that we have developed to repel spamming attacks will be able to eliminate all spam messages from our products. Spammers attempt to use our products to send targeted and untargeted spam messages to users, which may embarrass, **offend, threaten,** or annoy users and make our products less user friendly. Our actions to combat spam may also divert significant time and focus from improving our products. As a result of spamming activities, our users may use our products less or stop using them altogether, and result in continuing operational cost to us. Similarly, terrorists, criminals, and other bad actors may use our products to promote their goals and encourage users to engage in terror and other illegal activities discussed in our Transparency Report. We expect that as more people use our products, these bad actors will increasingly seek to misuse our products. Although we invest resources to combat these activities, including by suspending or terminating accounts we believe are violating our Terms of Service and Community Guidelines, we expect these bad actors will continue to seek ways to act

inappropriately and illegally on Snapchat. **Maintaining a safe platform, including by Combating-combating** these bad actors, requires **us our teams to divert-incur costs, which may be** significant time and focus from improving our products. In addition, we may not be able to control or stop Snapchat from becoming the preferred application of use by these bad actors, which may become public knowledge and seriously harm our reputation or lead to lawsuits or attention from regulators. If these activities increase **continue** on Snapchat, our reputation, user growth and user engagement, and operational cost structure could be seriously harmed. Because we store, process, and use data, some of which contains personal data, we are subject to complex and evolving federal, state, local and foreign laws, regulations, executive actions, rules, contractual obligations, policies, and other obligations regarding privacy, data protection, content, **the use of artificial intelligence**, and other matters. Many of these obligations are subject to change and uncertain interpretation, and our actual or perceived failure to comply with such obligations could result in investigations, claims **(including class actions), mass arbitration demands**, changes to our business practices, increased cost of operations, and declines in user growth, retention, or engagement, or other adverse consequences, any of which could seriously harm our business. In the ordinary course of business, we collect, store, use, and share personal data and other sensitive information, including proprietary and confidential business data, trade secrets, third-party sensitive information, and intellectual property. Accordingly, we are subject to a variety of laws, regulations, industry standards, policies, contractual requirements, executive actions, and other obligations relating to privacy, security, and data protection. We also are or may in the future be subject to many federal, state, local, and foreign laws and regulations, including those related to privacy, rights of publicity, content, data protection, **artificial intelligence**, intellectual property, health and safety, competition, protection of minors, consumer protection, employment, money transmission, import and export restrictions, gift cards, electronic funds transfers, anti-money laundering, advertising, algorithms, encryption, and taxation. **In Europe, Under certain of the these** Middle East, and Africa, all of our major markets have laws, **we could** regulations, and regulatory / industry standards that govern privacy, security, online safety and data protection. For example, in Europe, under GDPR or similar laws, companies may face temporary or definitive bans on data processing and other corrective actions, **substantial monetary** fines of up to 20 million Euros or 4 % of annual global revenue, whichever is greater, or private litigation related to processing of personal data brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests. **The** Additionally, the transfer of personal data **continues** from Europe and other jurisdictions to **be** the United States, has recently also been under increased regulatory **pressure-attention** and scrutiny. In particular, the European Economic Area (EEA) and the UK **certain jurisdictions in which we operate** have significantly limited the lawful basis on which personal data can be transferred to the United States (and other **jurisdictions** countries they believe provide inadequate privacy protections) and increased the assessments required to do so. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border transfer laws, or adopt similar laws. We have attempted to structure our operations in a manner designed to help us partially avoid some of these concerns (e.g., Snap Inc. receives Snapchat consumer data directly from European consumers and is directly subject to GDPR; a structure designed to seek to avoid any requirement for additional transfer protections under the GDPR in this context); however, we still transfer some data from the EEA and UK to the United States using currently legal mechanisms **that comply with applicable law**. Some of these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these **measures-mechanisms** to lawfully transfer personal data to **in the future** United States. If there is no lawful manner for us to transfer personal data from the EEA, the UK or other **jurisdictions to the United States**, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors, and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. **Some European regulators** **Regulators** have sought **may seek** to restrict **our** some companies' data processing activities **if**, including our competitors, from transferring certain personal data out of Europe for allegedly violating the **they** GDPR's **believe we have violated** cross-border data transfer limitations, which would materially impact such **seriously harm our business. Additionally,** companies like us' operations and revenues. Additionally, companies that transfer personal data **between** outside of the EU to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. **Legislation** Additionally, in Europe, **certain of** the European Union countries in which we operate has new legislative initiatives **imposed extensive obligations, and potential monetary fines, on certain online service providers, including us, who enable the sharing of user-generated content, to identify, mitigate, and manage the risks of harm to users from illegal and harmful content**, such as **terrorism** the DSA, which requires further change to **child sexual exploitation and abuse, and harassment** our or stalking products, policies, and procedures. In addition, We expect to be designated as one of the **privacy** "providers of very large teens' personal data collected online, and use of commercial websites, online services, or other interactive platforms, generally," in Spring 2023 and are therefore likely to be subject to significant compliance deadlines starting in Summer 2023. Current national laws that implement the ePrivacy Directive are likely to be replaced or updated when the ePrivacy Regulation enters into force, which will significantly increase fines for non-compliance once in effect and could also have a material impact on the availability of data we rely on to improve and personalize our products and features. Moreover, the United Kingdom's Age Appropriate Design Code, or AADC, and incoming **becoming** Online Safety Bill, **increasingly scrutinized. Regulations** focuses **focused** on online safety and protection of children **teens'** s-privacy online. Furthermore, **have and may** in Europe, there **the future** is a proposed regulation related to artificial intelligence, or AI, that, if adopted, could impose onerous obligations related to the use of AI-related systems and may require us to change our business practices **services and incur costs to do so. Moreover, various laws to restrict or govern the use of commercial websites, online services, or other interactive platforms by teens have passed or have been proposed, including laws prohibiting showing teens advertising, requiring age verification, limiting the use of minors' personal data, and requiring parental**

consent or providing for other parental rights. These laws may be, or in some cases already have been, subject to legal challenges and changing interpretations, which may further complicate our efforts to comply with laws applicable such obligations. Moreover, in the EEA, the Collective Redress Directive (effective June 2023) will allow collective actions to be brought us. These new laws may result in restrictions on the use of certain of our products or services by minors a representative body against businesses if they breach legislation intended to protect EU consumers, including decrease DAUs or user engagement in those jurisdictions, require changes to our products and services to achieve compliance, and increase legal risk and compliance costs for us and our third-party partners, any of which could seriously harm our business. Laws and regulations focused on privacy, security, and data protection matters. In Asia-Pacific, or APAC, our major markets are following closely behind Europe in introducing or updating their laws and regulations governing privacy, security, online safety and data protection. India's new IT Rules, introduced in 2021 requires large technology companies like ours to appropriately moderate online content and provide government agencies with access, and has ultimately led to a ban of certain platforms. India has also introduced a new comprehensive privacy and data protection law (Digital Personal Data Protection Bill) under which we will be required to meet GDPR style obligations for Indian consumer data. Australia's recent Online Safety Act and existing Assistance and Access Act have similarly placed significant focus on appropriate moderation, take-down and government access. Australia is working on updates to its Privacy Act 1988 and a new Privacy Legislation Amendment (Enhancing Online Privacy and Other Measures (Bill) 2021 (Online Privacy Bill) that will impose more stringent obligations on us and other social / technology companies. Other APAC countries also have privacy laws that apply to our operations, such as South Korea's Personal Information Protection Law, Japan's Act on the Protection of Personal Information, and Singapore's Personal Data Protection Act. Other foreign legislative and regulatory bodies in the Americas have enacted or may enact similar legislation regarding the handling of personal data, or conduct additional investigations into specific companies or the industry as a whole that could alter the existing regulatory environment in a manner that would be adverse to us. For example, Canada's Personal Information Protection and Electronic Documents Act, and various related provincial laws, Canada's Anti-Spam Legislation, and Brazil's LGPD. In the United States, federal, state, and local governments have enacted numerous privacy, security, and data protection laws, including data breach notification laws, personal data privacy laws, consumer protection laws (e.g., wiretapping laws Section 5 of the Federal Trade Commission Act), and other similar laws. For example have imposed obligations on companies that collect personal data from users, including providing specific disclosures the CCPA went into effect in privacy notices January 2020 and the CPRA, which expands expanding the requirements for handling personal data of California, requiring consents to process personal data in certain circumstances, and affording residents with certain rights concerning their personal data. Such rights may include the right to access, went into effect in January 2023 correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The CCPA exercise of these rights may impact our business and CPRA ability to provide our products and services, and our inability or failure to obtain consent for these practices where required could result in adverse consequences, including class-action litigation and mass arbitration demands. Certain of these laws also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These laws also allow for statutory fines for noncompliance and, in some instances, provide for civil penalties for violations and, as well as a private right of action for data breaches, which may increase the likelihood and cost of data breach litigation. In 2022, Virginia, Colorado, Connecticut, and could seriously harm Utah also passed comprehensive privacy laws that go into effect in 2023. The privacy of children's personal data collected online is also becoming increasingly scrutinized. In addition to the federal Children's Online Privacy Protection Act, or our COPPA business. Additionally, several jurisdictions in the California's Age-Appropriate Design Code Act, which we operate is modeled after the AADC, goes into effect in 2024. These developments may further complicate compliance efforts, and may increase legal risk and compliance costs for us and our third-party partners. Additionally, several states and localities have enacted statutes banning or restricting the collection of biometric information. Certain of For example, the these laws Illinois Biometric Information Privacy Act, or BIPA, regulates the collection, use, safeguarding, and storage of biometric information. BIPA provides provide for substantial penalties and statutory damages and has have generated significant class-action activity. In November 2020, a putative class filed an action against us in Illinois, alleging that we violated BIPA. Other legal proceedings alleging similar claims followed. Although we maintain the position that our technologies implicated by these proceedings do not collect any biometric information, we have in the past, and may in the future, settled settle these disputes to avoid potentially costly litigation and have implemented a BIPA consent flow in Snapchat certain instances made changes to our products in an abundance of caution. We use artificial intelligence, or AI, in consumer-facing features of our products and services, including My AI. The development and use of AI presents various privacy and security risks that may impact our business. AI is subject to privacy and data security laws, as well as increasing regulation and scrutiny. Several countries in which we operate or have users have proposed or enacted, or are considering, laws governing AI, which we are or may be subject to. The legal landscape around intellectual property rights in AI, and the use, training, implementation, privacy, and safety of AI, is evolving, including ongoing litigation against our peers relating to the use of data protected by global intellectual property and privacy laws. These obligations may make it harder for us to use AI in our products or services, lead to regulatory fines or penalties, or require us to change our business practices, retrain our AI, or prevent or limit our use of AI. We are subject to ongoing investigations by the UK Information Commissioner's Office, or ICO, and other regulatory agencies regarding the use and operation of My AI, and in October 2023 the ICO issued a preliminary enforcement notice regarding our data impact assessment of My AI. Given the current unsettled nature of the legal and regulatory environment surrounding AI, our or our partners' AI features and use, training, and implementation of AI could subject us to regulatory action, product restrictions, fines, litigation, and reputational harm, and require us to expend significant resources, all of which may

seriously harm our business. Additionally, **several states if our AI products fail to perform as intended, or produce outputs that are harmful, misleading, inaccurate, or biased, in addition to the risks above, our reputation and localities have enacted measures user engagement may be harmed, and we may be required to change our business practices, retrain our AI, or limit our use of AI. Furthermore, certain proposed regulations related to AI could, if adopted, impose onerous obligations related to the use of AI - related systems and machine learning in - may require us to change our products and services or business practices to comply with such obligations.** In addition, **privacy Privacy** advocates and industry groups have proposed, and may propose in the future, standards with which we are legally or contractually obligated to comply. Moreover, we **may are** also be bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. We **may** also publish privacy policies, marketing materials, and other statements, **such as compliance with certain certifications or self-regulatory principles,** regarding data privacy and security. If these policies, materials, or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators, or other adverse consequences. **The implementation and enforcement, including through private rights of action, of these increasingly complex, onerous, or divergent laws and regulations, and the introduction, interpretation, or revision of any new such laws or regulations, with respect to privacy, security, data protection, and our industry are uncertain and may further complicate compliance efforts, lead to fragmentation of the service, and may increase legal risk and compliance costs for us and our third-party partners.** Many of these obligations are becoming increasingly stringent and subject to rapid change and uncertain interpretation. Preparing for and complying with these obligations requires us to devote significant resources, **and there is no guarantee that our compliance efforts to date, or in the future, will be deemed compliant or sufficient.** These obligations may necessitate changes to our **products and** services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. In addition, these obligations may require us to change our business model. Our business model materially depends on our ability to process personal data, **particularly** in connection with our advertising offerings, so we are particularly exposed to the risks associated with the rapidly changing legal landscape regarding privacy, security, and data protection. For example, privacy regulators have targeted **us and** some of our competitors, including by investigating **their** data processing activities and **issuing in the past have issued** large fines **to our competitors.** Such enforcement actions may cause us to revise our business plans and operations. Moreover, we believe a number of investigations into other technology companies are currently being conducted by federal, state, and foreign legislative and regulatory bodies. We therefore may be at heightened risk of regulatory scrutiny, as regulators focus their attention on data processing activities of companies like us, and any changes in the regulatory framework or enforcement actions —, whether against us or our competitors —, could require us to fundamentally change our business model, **and seriously harm our business.** We may at times fail, or be perceived to have failed, in our efforts to comply with our privacy, security, and data protection obligations. Moreover, despite our efforts, our personnel or third parties on whom we rely may fail to comply with such obligations, which could negatively impact our business operations. If we or the third parties **upon on** which we rely fail, or are perceived to have failed, to address or comply with applicable privacy, security, or data protection obligations, we could face significant consequences, including **but not limited to:** government enforcement actions (such as investigations, claims, audits, **and** penalties **-etc-**), litigation (including class **-action** litigation) **and mass arbitration demands,** additional reporting requirements or oversight, bans on processing personal data, **negative publicity,** and orders to destroy or not use personal data. **In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations.** Any of these events could have a material adverse effect on our business, including loss of users and advertisers, inability to process personal data or operate in certain jurisdictions, changes to our business practices, increased cost of operations, and declines in user growth, retention, or engagement, any of which could seriously harm our business. We have in the past been subject to enforcement actions, investigations, proceedings, orders, or various government inquiries regarding our data privacy and security practices and processing. For example, in December 2014, the **FTC U.S. Federal Trade Commission** resolved an investigation into some of our early practices by issuing a final order. That order requires, among other things, that we establish a robust privacy program to govern how we treat user data. During the 20- year term of the order, we must complete biennial independent privacy audits. In addition, in June 2014, we entered into a 10- year assurance of discontinuance with the Attorney General of Maryland implementing similar practices, including measures to prevent minors under the age of 13 from creating accounts and providing annual compliance reports. Violating existing or future regulatory orders or consent decrees could subject us to substantial monetary fines and other penalties that could seriously harm our business. Our financial condition and results of operations will fluctuate from quarter to quarter, which makes them difficult to predict. Our quarterly results of operations have fluctuated in the past and will fluctuate in the future. Additionally, we have a limited operating history with the current scale of our business, which makes it difficult to forecast our future results. As a result, you should not rely on our past quarterly results of operations as indicators of future performance. You should take into account the risks and uncertainties frequently encountered by companies in rapidly evolving market segments. Our financial condition and results of operations in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including: • our ability to maintain and grow our user base and user engagement; • the development and introduction of new or redesigned products or services by us or our competitors; • the ability of our cloud service providers to scale effectively and timely provide the necessary technical infrastructure to offer our service; • our ability to attract and retain advertisers in a particular period; • seasonal or other fluctuations in spending by our advertisers and product usage by our users, each of which may change as our product offerings evolve or as our business grows or as a result of unpredictable events such as **the COVID-19 pandemic, inflationary pressures, labor shortages and disruptions,** supply chain disruptions, **banking**

instability, inflationary pressures, or the geo-political conflict conflicts in Ukraine; • restructuring or other charges and unexpected costs or other operating expenses; • the number of advertisements shown to users; • the pricing of our advertisements and other products; • the effectiveness, and our ability to demonstrate to advertisers the effectiveness, of our advertisements; • the diversification and growth of revenue sources beyond current advertising; • increases in marketing, sales, research and development, and other operating expenses that we may incur to grow and expand our operations and to remain competitive; • our ability to maintain operating margins, cash provided by operating activities, and Free Cash Flow; • our ability to accurately forecast consumer demand for our physical products and adequately manage inventory; • system failures or security incidents, and the costs associated with such incidents and remediations; • inaccessibility of Snapchat, or certain features within Snapchat, due to third- party or governmental actions; • stock- based compensation expense; • our ability to effectively incentivize our workforce; • adverse litigation judgments, settlements, or other litigation- related costs, or product recalls; • changes in the legislative or regulatory environment, including with respect to privacy, rights of publicity, content, data protection, intellectual property, health and safety, competition, protection of minors, consumer protection, employment, money transmission, import and export restrictions, gift cards, electronic funds transfers, anti- money laundering, advertising, algorithms, encryption, and taxation, enforcement by government regulators, including fines, orders, sanctions, or consent decrees, or the issuance of executive orders or other similar executive actions that may adversely affect our revenues or restrict our business; • new privacy, data protection, and security laws and other obligations and increased regulatory scrutiny on our or our competitors' data processing activities and privacy and information security practices, which some of our competitors have already experienced, including through enforcement actions potentially resulting in large penalties or other severe sanctions and increased restrictions on the data processing activities and personal data transfers critical to the operation of our current business model; • fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies; • fluctuations in the market values of our portfolio investments and interest rates or impairments of any assets on our consolidated balance sheet; • changes in our effective tax rate; • announcements by competitors of significant new products, licenses, or acquisitions; • our ability to make accurate accounting estimates and appropriately recognize revenue for our products for which there are no relevant comparable products; • our ability to meet minimum spending commitments in agreements with our infrastructure providers; • changes in accounting standards, policies, guidance, interpretations, or principles; • the effect of war or other armed conflict on our workforce, operations, or the global economy; and • changes in domestic and global business or macroeconomic conditions, including as a result of the COVID-19 pandemic or the conflict conflicts in Ukraine, terrorism and resulting labor shortages, or responses to these events supply chain disruptions, and inflation. If we are unable to maintain or successfully grow our user base and further monetize our products, our business will suffer. We have made, and are continuing to make, investments to enable users, partners, and advertisers to create compelling content and deliver advertising to our users. Existing and prospective Snapchat users and advertisers may not be successful in creating content that leads to and maintains user engagement. We are continuously seeking to balance the objectives of our users and advertisers with our desire to provide an optimal user experience. We do not seek to monetize all of our products nor do we solely focus our efforts on users with higher ARPU, and we may not be successful in achieving a balance that continues to attract and retain users and advertisers. We focus on growing engagement across our service, and from time to time our efforts may reduce user activity with certain monetizable products in favor of other products we do not currently monetize. If we are not successful in our efforts to grow or effectively and timely monetize our user base, or if we are unable to build and maintain good relations with our advertisers, our user growth and user engagement and our business may be seriously harmed. In addition, we may expend significant resources to launch new products that we are unable to monetize, which may seriously harm our business. Additionally, we may not succeed in further monetizing Snapchat. We currently primarily monetize Snapchat by displaying advertisements sold by us and our partners. As a result, our financial performance and ability to grow revenue could be seriously harmed if: • we fail to increase or maintain DAUs, especially in regions where we have higher monetization; • our user growth outpaces our ability to monetize our users, including if we don't attract sufficient advertisers or if our user growth occurs in markets that are not as monetizable; • we fail to increase or maintain the amount of time spent on Snapchat, the amount of content that our users share, or the usage of our Camera, Visual Messaging, Map, Stories, and Spotlight platforms; • partners and users do not create sufficient engaging content for users or partners do not renew their agreements with us; • we fail to attract sufficient advertisers to utilize our self- serve platform to make the best use of our advertising inventory; • advertisers do not continue to introduce engaging advertisements; • advertisers reduce their advertising on Snapchat; • we fail to maintain good relationships with advertisers or attract new advertisers, or demonstrate to advertisers the effectiveness of advertising on Snapchat; or • the content on Snapchat does not maintain or gain popularity. We cannot assure you that we will effectively manage our growth or changes to our business. The growth and expansion of our business, headcount, and products create significant challenges for our management, including managing multiple relationships with users, advertisers, partners, and other third parties, and constrain operational and financial resources. If our operations or the number of third- party relationships continues to grow, our information- technology systems and our internal controls and procedures may not adequately support our operations and may require significant investments of time and capital to improve. In addition, some members of our management do not have significant experience managing large global business operations, so our management may not be able to manage such growth effectively. To effectively manage our growth, we must continue to improve our operational, financial, and management processes and systems and effectively expand, train, and manage our employee base. However, the actions we take to achieve such improvements may not have the intended effect and may instead result in disruptions, delays in new products, employee turnover, declines in revenue, and other adverse effects. As our organization continues to mature and we are required to implement more complex organizational management structures, we may also find it increasingly difficult to maintain the benefits of our corporate culture, including our ability to quickly develop and launch new and innovative products. This could

negatively affect our business performance and seriously harm our business. In August 2022, we ~~announced~~ **undertook** a plan ~~to reduce our global employee headcount by approximately 20%. The headcount reduction is part of a broader~~ **broad** strategic reprioritization to focus on our top priorities, improve cost efficiencies, and drive toward profitability and positive free cash flow. As a result of the strategic reprioritization, in the year ended December 31, 2022, we incurred pre- tax charges of \$ 188.9 million, primarily consisting of severance and related charges, stock- based compensation expense, lease exit and related charges, impairment charges, contract termination charges, and intangible asset amortization. ~~This headcount reduction~~ **As we continue to adapt and strategic update our business model and priorities, we may make additional restructurings, reprioritization reprioritizations, or reductions in the future. Any such changes** could disrupt our operations, **increase costs, make it harder to service our users or customers**, adversely impact employee retention, **hiring**, and morale, **adversely negatively** impact our reputation ~~as an employer, which could make it more difficult for~~ **or us to retain existing employees and hire new employees in the future**, distract management, **any of and seriously harm our business. Our costs may increase faster than our revenue**, which could seriously harm our business. **Our costs may increase faster than our revenue, which could seriously harm our business** or increase our losses. Providing our products to our users is costly, and we expect our expenses, including those related to people, **research and development**, and hosting, to grow in the future. This expense growth will continue as we broaden our user base, as users increase the number of connections and amount of content they consume and share, as we develop and implement new product features that require more computing infrastructure **or products that are not revenue generating**, and as we grow our business. Historically, our costs have increased each year due to these factors, and we expect to continue to incur increasing costs. Our costs are based on development and release of new products and the addition of users and may not be offset by a corresponding growth in our revenue. We will continue to invest in our global infrastructure to provide our products quickly and reliably to all users around the world, including in countries where we do not expect significant short- term monetization, if any. Our expenses may be greater than we anticipate, and our investments to make our business and our technical infrastructure more efficient may not succeed and may outpace monetization efforts. In addition, we expect to increase marketing, sales, and other operating expenses to grow and expand our operations and to remain competitive. Increases in our costs without a corresponding increase in our revenue would increase our losses and could seriously harm our business and financial performance. Our business depends on our ability to maintain and scale our technology infrastructure. Any significant disruption to our service could damage our reputation, result in a potential loss of users and decrease in user engagement, and seriously harm our business. Our reputation and ability to attract, retain, and serve users depends on the reliable performance of Snapchat and our underlying technology infrastructure. We have in the past experienced, and may in the future experience, interruptions in the availability or performance of our products and services from time to time. Our systems may not be adequately designed with the necessary reliability and redundancy to avoid performance delays or outages that could seriously harm our business. If Snapchat is unavailable when users attempt to access it, or if it does not load as quickly as they expect, users may not return to Snapchat as often in the future, or at all. As our user base and the volume and types of information shared on Snapchat grow, we will need an increasing amount of technology infrastructure, including network capacity and computing power, to continue to satisfy our users' needs **which could significantly increase our costs**. It is possible that we may fail to effectively scale and grow our technology infrastructure to accommodate these increased demands, **or that improving our current technology infrastructure will require significant resources and delay or hinder the development of other products or services**. In addition, our business is subject to interruptions, delays, and failures resulting from earthquakes, other natural disasters, geo- political conflicts, terrorism, pandemics, and other catastrophic events. Global climate change could also result in natural disasters occurring more frequently or with more intense effects, which could cause business interruptions. Wars or other armed conflicts, ~~including Russia's invasion of Ukraine~~, could damage or diminish our access to our technology infrastructure or regional networks, ~~and disrupting~~ **disrupt** our services, which could seriously harm our business and financial performance. As discussed in these risk factors, substantially all of our network infrastructure is provided by third parties, including Google Cloud and AWS. **We also rely on third parties for other technology related services, including certain artificial intelligence functions.** Any disruption or failure in the services we receive from these providers could harm our ability to handle existing or increased traffic and could seriously harm our business. Any financial or other difficulties these providers face may seriously harm our business. And because we exercise little control over these providers, we are vulnerable to problems with the services they provide. ~~Beginning in 2021, we implemented a new enterprise resource planning system, or ERP, and~~ **increases in the costs of migrated our general ledger, consolidation, and planning processes onto the these services new system.** ~~We~~ **As we** periodically augment and enhance our financial systems, **and** we may experience difficulties in managing our systems and processes, which could disrupt our operations, the management of our finances, and the reporting of our financial results, which in turn, may result in our inability to manage the growth of our business and to accurately forecast and report our results, each of which could seriously harm our business. Our business emphasizes rapid innovation and prioritizes long- term user engagement over short- term financial condition or results of operations. That strategy may yield results that sometimes don' t align with the market' s expectations. If that happens, our stock price may be negatively affected. Our business is growing and becoming more complex, and our success depends on our ability to quickly develop and launch new and innovative products. We believe our culture fosters this goal. Our focus on innovations and quick reactions could result in unintended outcomes or decisions that are poorly received by our users, advertisers, or partners. We have made, and expect to continue to make, significant investments to develop and launch new products and services and we cannot assure you that users will purchase or use such new products and services in the future. We will also continue to attempt to find effective ways to show our community new and existing products and alert them to events, holidays, relevant content, and meaningful opportunities to connect with their friends. These methods may provide temporary increases in engagement that may ultimately fail to attract and retain users. Our culture also prioritizes our long- term user engagement over short- term financial condition or results of operations. We frequently make decisions that may reduce our

short-term revenue or profitability if we believe that the decisions benefit the aggregate user experience and improve our financial performance over the long term. For example, we monitor how advertising on Snapchat affects our users' experiences to **attempt to** ensure we do not deliver too many advertisements to our users, and we may decide to decrease the number of advertisements to **ensure-increase** our users' satisfaction in the product. In addition, we improve Snapchat based on feedback provided by our users, advertisers, and partners. These decisions may not produce the long-term benefits that we expect, in which case our user growth, **retention** and engagement on our service or on certain platforms, our relationships with advertisers and partners, and our business could be seriously harmed. **If we are unable to protect..... these events could seriously harm our business.** Some of our software and systems contain open source software, which may pose particular risks to our proprietary applications. We use software licensed to us by third-party developers under "open source" licenses in connection with the development or deployment of our products and expect to continue to use open source software in the future. Some open source licenses contain express requirements or impose conditions, which may be triggered under certain circumstances, with respect to the exploitation of proprietary source code or other intellectual property by users of open source software. While we employ practices designed to monitor our compliance with the licenses of third-party open source software and to avoid using the open source software in a manner that would put our valuable proprietary source code at risk, there is a risk that we could have used, or may in the future use, open source software in a manner which could require us to release our proprietary source code to users of our software or to the public, require us to license our proprietary software for purposes of making modifications or derivative works, or prohibit us from charging fees for the use of our proprietary software. This could result in loss of revenue, and allow our competitors to create similar offerings with lower development costs, and ultimately could result in a loss of our competitive advantages. Furthermore, there is an increasing number of open source software license types, almost none of which have been tested in a court of law, resulting in guidance regarding the proper legal interpretation of such licenses and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to provide or distribute our products. If we were to receive a claim of non-compliance with the terms of any of our open source licenses, we may be required to publicly release certain portions of our proprietary source code or expend substantial time and resources to re-engineer some or all of our software, which may divert resources away from our product development efforts and, as a result, adversely affect our business. In addition, we could be required to seek licenses from third parties to continue offering our products for certain uses, or cease offering the products associated with such software, which may be costly. In addition, our use of open source software may present greater risks than use of other third-party commercial software, as open source licensors generally do not provide support, warranties, indemnification or other contractual protections regarding infringement claims or the quality of the code. To the extent that our e-commerce capabilities and other business operations depend on the successful and secure operation of open source software, any undetected **or unremediated vulnerabilities, errors**, or defects in open source software that we use could prevent the deployment or impair the functionality of our systems and injure our reputation. In addition, the public availability of such software may make it easier for others to compromise our systems. Any of these risks could be difficult to eliminate or manage and, if not addressed, could have an adverse effect on our business. If our users do not continue to contribute content or their contributions are not perceived as valuable to other users, we may experience a decline in user growth, retention, and engagement on Snapchat, which could result in the loss of advertisers and revenue. Our success depends on our ability to provide Snapchat users with engaging content, which in part depends on the content contributed by our users. If users, including influential users such as world leaders, government officials, celebrities, athletes, journalists, sports teams, media outlets, and brands, do not continue to contribute engaging content to Snapchat, our user growth, retention, and engagement may decline. That, in turn, may impair our ability to maintain good relationships with our advertisers or attract new advertisers, which may seriously harm our business. **Foreign-Differing government initiatives and restrictions in regions in which our products and services are offered** could seriously harm our business. Foreign data protection, privacy, consumer protection, content regulation, and other laws and regulations are often more restrictive than those in the United States. **In addition, federal, state, and local governments in the United States have taken increasingly divergent approaches to legislating, regulating, and taking enforcement action with respect to technologies that are related to our products and services, including considering or passing laws and regulations that are different than those applicable to other regions in the United States.** Foreign governments may censor Snapchat in their countries, restrict access to Snapchat from their countries entirely, **impose age-based restrictions on access to Snapchat**, impose other restrictions that may affect their citizens' ability to access Snapchat for an extended period of time or even indefinitely, require data localization, or impose other laws or regulations that we cannot comply with, would be difficult for us to comply with, or would require us to rebuild our products or the infrastructure for our products. **Federal, state, or local governments in the United States may take, or attempt, similar steps.** Such restrictions may also be implemented or lifted selectively to target or benefit other companies or products, which may result in sudden or unexpected fluctuations in competition in regions where we operate. In addition, geo-political **conflicts disputes, including Russia's invasion of Ukraine**, may cause countries to target and restrict our operations, or to promote other companies' products in place of ours. Any restriction on access to Snapchat due to ~~foreign~~ government actions or initiatives, or any withdrawal by us from certain countries **or regions** because of such actions or initiatives, or any increased competition due to actions and initiatives of ~~foreign~~ governments would adversely affect our DAUs, including by giving our competitors an opportunity to penetrate geographic markets that we cannot access or to which they previously did not have access. As a result, our user growth, retention, and engagement may be seriously harmed, and we may not be able to maintain or grow our revenue as anticipated and our business could be seriously harmed. Our users may increasingly engage directly with our partners and advertisers instead of through Snapchat, which may negatively affect our revenue and seriously harm our business. Using our products, some partners and advertisers not only can interact directly with our users but can also direct our users to content **with on** third-party websites **or and products and** downloads of third-party applications. In addition, our users may generate content by using Snapchat features, but then share, use, or post **it-the content** on a different platform. The more our users engage with

third-party websites and applications, the less engagement we may get from them, which would adversely affect the revenue we could earn from them. Although we believe that Snapchat reaps significant long-term benefits from increased user engagement with content on Snapchat provided by our partners, these benefits may not offset the possible loss of advertising revenue, in which case our business could be seriously harmed. If events occur that damage our brand or reputation, our business may be seriously harmed. We have developed a brand that we believe has contributed to our success. We also believe that maintaining and enhancing our brand is critical to expanding our user base, advertisers, and partners. Because many of our users join Snapchat on the invitation or recommendation of a friend or family member, one of our primary focuses is on ensuring that our users continue to view Snapchat and our brand favorably so that these referrals continue. Maintaining and enhancing our brand will depend largely on our ability to continue to provide useful, novel, fun, reliable, trustworthy, and innovative products, which we may not do successfully. We may introduce new products, make changes to existing products and services, or require our users to agree to new terms of service related to new and existing products that users do not like, which may negatively affect our brand in the short-term, long-term, or both. Additionally, our partners' actions may affect our brand if users do not appreciate what those partners do on Snapchat. We may also fail to adequately support the needs of our users, advertisers, or partners, which could erode confidence in our brand. Maintaining and enhancing our brand may require us to make substantial investments and these investments may not be successful. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business may be seriously harmed. In the past, we have experienced, and we expect that we will continue to experience, media, legislative, and regulatory scrutiny. Unfavorable publicity regarding us, our privacy or security practices, product changes, product quality, illicit use of our product, litigation, employee matters, or regulatory activity, or regarding the actions of our founders, our partners, our users, or other companies in our industry, could seriously harm our reputation and brand. Negative publicity and scrutiny could also adversely affect the size, demographics, engagement, and loyalty of our user base, as well as parental perception of our industry or Snapchat in particular, and result in decreased revenue, fewer app-application installs (or increased app-application uninstalls), or declining engagement user base or growth rates, including among teens who need parental approval for use of our products, any of which could seriously harm our business. Expanding and operating in international markets requires significant resources and management attention. If we are not successful in expanding and operating our business in international markets, we may incur significant costs, damage our brand, or need to lay off team members in those markets, any of which may seriously harm our business. We have expanded to new international markets and are growing our operations in existing international markets, which may have very different cultures and commercial, legal, and regulatory systems than where we predominantly operate. In connection with our international expansion and growth, we have also hired hire new team members in many of these markets. This international expansion may: • impede our ability to continuously monitor the performance of all of our team members; • result in hiring of team members who may not yet fully understand our business, products, and culture; or • cause us to expand in markets that may lack the culture and infrastructure needed to adopt our products. These issues may eventually lead to turnover or layoffs of team members in these markets and may harm our ability to grow our business in these markets. In addition, scaling our business to international markets imposes complexity on our business, and requires additional financial, legal, and management resources. We may not be able to manage growth and expansion effectively, which could damage our brand, result in significant costs, and seriously harm our business. For example, in August 2022, we announced undertook a plan to reduce our global employee headcount by approximately 20%. The headcount reduction is part of a broader broad strategic reprioritization by the company to focus on our top priorities, improve cost efficiencies, and drive toward profitability and positive free cash flow. As a result of the strategic reprioritization, in the year ended December 31, 2022, we incurred pre-tax charges of \$ 188.9 million, primarily consisting of severance and related charges, stock-based compensation expense, lease exit and related charges, impairment charges, contract termination charges, and intangible asset amortization. This headcount reduction As we continue to adapt and strategic update our business model and priorities, we may make additional restructurings, reprioritization reprioritizations, or reductions in the future. Any such changes could disrupt our operations, increase costs, make it harder to service our users or customers, adversely impact employee retention, hiring and morale, adversely negatively impact our reputation as, or distract management, an-any of employer, which could make it more difficult for us to retain existing employees and hire new employees in the future, distract management, and seriously harm our business. Additionally, as because we have increase the number of our team members internationally, we are exposed to political, social, and economic instability in additional countries and regions. For example, we have team members in Ukraine, and the current conflict and instability in the region has disrupted our operations and negatively impacted our team members and our business. Our products are highly technical and may contain undetected software vulnerabilities, bugs, or hardware errors, which could manifest in ways that could seriously harm our reputation and our business. Our products are highly technical and complex. Snapchat, our other products, or products we may introduce in the future, may contain undetected software bugs, hardware errors, and other vulnerabilities. These bugs and errors can manifest in any number of ways in our products, including through diminished performance, security vulnerabilities, malfunctions, or even permanently disabled products. We have a practice of rapidly updating our products and, but some errors in our products may be discovered only after a product has been released or shipped and used by users, and may in some cases be detected only under certain circumstances or after extended use. While we maintain an application security program designed to detect and remediate bugs and vulnerabilities in our products prior to their launch and a bug bounty program to allow security researchers to assist us in identifying vulnerabilities in our products before they are exploited by malicious threat actors, there is no guarantee that we will be able to discover every and remediate vulnerability vulnerabilities or threat threats to our products, including in a timely manner. We may be unable to detect bugs, vulnerabilities or threats because no testing can reveal all bugs and vulnerabilities in highly technical and complex products that are constantly evolving, cyber threat actors are developing sophisticated and often undisclosed exploit development tools and techniques, and vulnerabilities in open source and

third-party software that may be included in our products are disclosed daily. Any errors, bugs, or vulnerabilities discovered in our products or code (particularly after release) could damage our reputation, result in a security incident (and all the attendant risks consequences), drive away users, lower revenue, and expose us to litigation claims or regulatory investigations or enforcement actions, any of which could seriously harm our business. **We may also experience delays in developing and deploying remedial measures and patches designed to address identified vulnerabilities.** Spectacles, as an eyewear product, is regulated by the U. S. Food and Drug Administration, or the FDA, and may malfunction in a way that results in physical harm to a user or others around the user. We offer a limited one- year warranty in the United States and a limited two- year warranty in Europe, and any such defects discovered in our products after commercial release could result in a loss of sales and users, which could seriously harm our business. **Moreover, certain jurisdictions in which we operate require manufacturers of connected devices to comply with legal and contractual obligations that govern the way data generated by such connected devices is shared and used. If we are unable to comply with these requirements in a timely manner, or if we face technical difficulties in the implementation of some requirements, we could become subject to investigations and enforcement actions, which could require additional financial and management resources.** We may also face claims for product liability, tort, or breach of warranty. ~~In addition, our~~ **or experience product recalls. For example, in the first quarter of 2024, we voluntarily decided to recall our Pixy drone product and refund consumers after determining that, in a very small number of cases, the batteries overheated. The product had been discontinued in August 2022. Our** product contracts with users contain provisions relating to warranty disclaimers and liability limitations, which may not be upheld. ~~Defending a lawsuit, regardless of its merit, is costly and may divert management's attention and seriously harm our reputation and our business.~~ **In addition, if our liability insurance coverage may prove prove inadequate or future coverage is may be** unavailable on acceptable terms or at all. **The occurrence of any of these events could increase our costs, divert management attention, and seriously harm our reputation and** our business ~~could be seriously harmed~~. We have been, are currently, and may in the future be subject to regulatory inquiries, investigations, and proceedings in the future, which could cause us to incur substantial costs or require us to change our business practices in a way that could seriously harm our business. We have been, are currently, and may in the future be subject to inquiries, investigations, and proceedings instituted by government entities. We regularly report information about our business to federal, state, and foreign regulators in the ordinary course of operations. For example, many companies in our industry have received additional information requests from the U. S. Equal Employment Opportunity Commission, and companies with operations in California, including us, have received additional information requests and notices of cause from the California Civil Rights Department (formerly the California Department of Fair Employment and Housing) regarding employment practices, including pay equity. These actions, including any potential unfavorable outcomes, and our compliance with any associated regulatory orders, consent decrees, or settlements, may require us to change our policies or practices, subject us to substantial monetary fines or other penalties or sanctions, result in increased operating costs, divert management's attention, harm our reputation, and require us to incur significant legal and other expenses, any of which could seriously harm our business. We are currently, and expect to be in the future, party to patent lawsuits and other intellectual property claims that are expensive and time- consuming. If resolved adversely, these lawsuits and claims could seriously harm our business. Companies in the mobile, camera, communication, media, internet, and other technology- related industries own large numbers of patents, copyrights, trademarks, trade secrets, and other intellectual property rights, and frequently enter into litigation based on allegations of infringement, misappropriation, or other violations of intellectual property or other rights. In addition, various " non- practicing entities " and other entities that own patents, copyrights, trademarks, trade secrets, and other intellectual property rights often attempt to aggressively assert their rights to extract value from technology companies. Furthermore, from time to time we may introduce new products or make other business changes, including in areas where we currently do not compete, which could increase our exposure to patent, copyright, trademark, trade secret, and other intellectual property rights claims from competitors and non- practicing entities. We have been subject to, and expect to continue to be subject to, claims and legal proceedings from holders of patents, trademarks, copyrights, trade secrets, and other intellectual property rights alleging that some of our products or content infringe their rights. **An For example, in January 2020, You Map, Inc. filed a lawsuit in the U. S. District Court for the District of Delaware against us, our subsidiary Zenly, and certain of our respective employees alleging that we misappropriated various trade secrets regarding map technology used in Snapchat's and Zenly's map products and that the Snapchat and Zenly applications infringe a You Map patent. While we believe we have meritorious defenses to these claims, an unfavorable outcome in any of these and other similar lawsuits could seriously harm our business.** If these or other matters continue in the future or we need to enter into licensing arrangements, which may not be available to us or on terms favorable to us, it may increase our costs and decrease the value of our products, and our business could be seriously harmed. If a third party does not offer us a license to its intellectual property on commercially reasonable terms, or at all, we may be required to develop, acquire or license alternative, non- infringing technology, which could require significant time, effort, and expense, and may ultimately not be successful. Any of these events would adversely affect our business. Moreover, we may not be aware if our platform is infringing, misappropriating, or otherwise violating third- party intellectual property rights, and third parties may bring claims alleging such infringement, misappropriation, or violation. Because patent applications can take years to issue and are often afforded confidentiality for some period of time, there may currently be pending applications, unknown to us, that later result in issued patents that could cover one or more of our products and there is also a risk that we could adopt a technology without knowledge of a pending patent application, which technology would infringe a third- party patent once that patent is issued. Moreover, the law continues to evolve and be applied and interpreted by courts in novel ways that we may not be able to adequately anticipate, and such changes may subject us to additional claims and liabilities. In a patent infringement claim against us, we may assert, as a defense, that we do not infringe the relevant patent claims, that the patent is invalid or both. The strength of our defenses will depend on the patents asserted, the interpretation of these patents and our ability to invalidate the

asserted patents. However, we could be unsuccessful in advancing non- infringement or invalidity arguments in our defense. In the United States, issued patents enjoy a presumption of validity, and the party challenging the validity of a patent claim must present clear and convincing evidence of invalidity, which is a high burden of proof. Conversely, the patent owner need only prove infringement by a preponderance of the evidence, which is a lower burden of proof. Intellectual property claims, whether or not successful, could divert management time and attention away from our business and harm our reputation and financial condition. Moreover, 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 our business. We **are currently, and expect to be in the future, party to lawsuits contending that we should be legally responsible to content created by our users or harms experienced by our users. These lawsuits can be expensive and time- consuming. If resolved adversely, these lawsuits and claims could seriously harm our business.** We rely on a variety of **Constitutional, statutory, and common- law frameworks that provide that we are not legally responsible** for the content **created by we host and provide** our users, including the Digital Millennium Copyright Act, the Communications Decency Act, or CDA, **the First Amendment,** and the fair- use doctrine. However, **each of these provisions, statutes, and doctrines is-are** subject to uncertain judicial interpretation and regulatory and legislative amendments. For example, the U. S. Congress amended the CDA in 2018 in ways that could expose some Internet platforms to an increased risk of litigation. In addition, the U. S. Congress and the Executive branch have proposed further changes or amendments each year since 2019 including, among other things, proposals that would narrow the CDA immunity, expand government enforcement power relating to content moderation concerns, or repeal the CDA altogether. Some U. S. states have also enacted or proposed legislation that would undercut, or conflict with, the CDA’ s protections. **Some of these state- specific laws grant individuals a private right of action to sue to enforce these laws, with statutory damages** . Although such state laws have been or can be expected to be challenged in court, if these laws were upheld or if additional similar laws or the changes or amendments to the CDA proposed by the U. S. Congress and the Executive branch were enacted, such changes may decrease the protections provided by the CDA and expose us to lawsuits, penalties, and additional compliance obligations. If courts begin to interpret the CDA more narrowly than they have historically done, this could expose us to additional lawsuits and potential judgments and seriously harm our business. ~~The U. S. Supreme Court recently agreed to hear a case concerning the scope of CDA protection; an eventual ruling in that case might narrow the judicial interpretation of the statute, exposing us to additional lawsuits and potential judgments that could seriously harm our business.~~ Moreover, some of these statutes and doctrines that we rely on provide protection only or primarily in the United States. If the rules around these doctrines change, if international jurisdictions refuse to apply similar protections, or if a court were to disagree with our application of those rules to our service, we could incur liability or be required to make significant changes to our products, business practices, or operations, **and our business could be seriously harmed.** ~~Notwithstanding these Constitutional, statutory, and common- law protections, we have faced, currently~~ face, and will continue to face claims relating to information that is published or made available on our products, including Snapchat. In particular, the nature of our business exposes us to claims related to defamation, intellectual property rights, rights of publicity and privacy, and personal injury torts. For example, we do not monitor or edit the vast majority of content that is communicated through Snapchat, and such content has, and may in the future, expose us to lawsuits. Specifically, we are currently facing several lawsuits alleging that we are liable for allowing users to communicate with each other, and that those communications sometimes result in harm. In addition, other lawsuits allege that the design of our platform and those of our competitors is addictive and harmful to minor users’ mental health. **Other plaintiffs have argued that we should be legally responsible for fentanyl overdoses or poisoning if communications about a drug transaction occurred on our platform.** We believe we have meritorious defenses to these lawsuits, but litigation is inherently uncertain ~~and unfavorable~~ **Unfavorable** outcomes could seriously harm our business. **These actions, including any potential unfavorable outcomes, and our compliance with any associated court orders or settlements, may require us to change our policies or practices, subject us to substantial monetary judgments, fines, penalties, or sanctions, result in increased operating costs, divert management’ s attention, harm our reputation, and require us to incur significant legal and other expenses, any of which could seriously harm our business. Even if the outcome of any such litigation or claim is favorable, defending against such lawsuits is costly and can impose a significant burden on management and employees. We may also receive unfavorable preliminary, interim, or final rulings in the course of litigation** . This risk is enhanced in certain jurisdictions outside the United States where our protection from liability for third- party actions may be less than the protection that exists in the United States. For example, in April 2019, the European Union passed a directive expanding online platform liability for copyright infringement and regulating certain uses of news content online, which member states were required to implement by June 2021. In addition, legislation in Germany may impose significant fines for failure to comply with certain content removal and disclosure obligations. Numerous other countries in Europe, the Middle East, Asia- Pacific, and Latin America are considering or have implemented similar legislation imposing penalties for failure to remove certain types of content or follow certain processes. ~~In the United States, there have been various Congressional and Executive branch efforts to remove or restrict the scope of the protections available to online platforms under Section 230 of the CDA, and some U.S. states have also enacted or proposed legislation that would undercut, or conflict with, the CDA’ s protections. For example, the CDA was amended in 2018, and the U.S. Congress and the Executive branch have proposed further changes or amendments each year since 2019, including among other things proposals that would narrow CDA immunity, expand government enforcement power relating to content moderation concerns, or repeal the CDA altogether. The U.S. Supreme Court recently agreed to hear a case concerning the scope of CDA protection; an eventual ruling in that case might narrow the judicial interpretation of the statute, exposing us to additional lawsuits and potential judgments that could seriously harm our business. Such changes could decrease or change our protections from liability for third- party content in the United States.~~ We could incur significant costs investigating and defending such claims and, if we are found liable, significant damages, or license costs. We could also face fines

or orders restricting or blocking our services in particular geographies as a result of content hosted on our services. If any of these events occur, we may incur significant costs or be required to make **significant changes to our products, business practices, or operations** and our business could be seriously harmed. From time to time, we are involved in class- action lawsuits and other litigation matters that are expensive and time- consuming and could seriously harm our business. We are involved in numerous lawsuits, including putative class- action lawsuits brought by users and investors, some of which may claim statutory damages. We anticipate that we will continue to be a target for lawsuits in the future. Because we have millions of users, class- action lawsuits against us that are purportedly filed by or on behalf of users typically claim enormous monetary damages in the aggregate even if the alleged per- user harm is small or non- existent. For example, in November 2020, a putative class filed an action against us in Illinois, alleging that we violated **BIPA- an Illinois statute concerning the handling of biometric data**, which we ~~recently~~ settled. Other plaintiffs have chosen to pursue a strategy of joining with other plaintiffs to bring a large number of individual claims, rather than pursuing a class action. ~~For example, a sizable number of plaintiffs have sued us and other technology companies alleging that social platforms are addictive and harmful to minor users' mental health. Other plaintiffs have argued that we should be legally responsible for fentanyl overdoses or poisoning, if communications about a drug transaction occurred on our platform.~~ Similarly, because we have a large number of stockholders, class- action lawsuits on securities theories typically claim enormous monetary damages in the aggregate even if the alleged loss per stockholder is small. For example, in November 2021, we, and certain of our officers, were named as defendants in a securities class -action lawsuit in federal court purportedly brought on behalf of purchasers of our Class A common stock. The lawsuit alleges that we and certain of our officers made false or misleading statements and omissions concerning the impact that Apple' s App Tracking Transparency, or ATT, framework would have on our business. In August 2022, we, and certain of our directors, were named as defendants in a class -action lawsuit in Delaware Chancery Court purportedly brought on behalf of Class A stockholders, alleging that a transaction between the company' s co- founders and the company, in which the co- founders agreed to employment agreements and we agreed to amend our certificate of incorporation and issue a stock dividend if certain conditions were met, was not advantageous to the stockholders and constituted a breach of fiduciary duty. **In December 2023, we entered into an Amended Stipulation of Compromise and Settlement to settle and dismiss the lawsuit, subject to approval by the court and the satisfaction of various conditions.** We believe we have meritorious defenses to these lawsuits, but litigation is inherently uncertain and an unfavorable outcome could seriously harm our business. Any litigation to which we are a party may result in an onerous or unfavorable judgment that might not be reversed on appeal, or we may decide to settle lawsuits on adverse terms. Any such negative outcome could result in payments of substantial monetary damages or fines, or changes to our products or business practices, and seriously harm our business. Even if the outcome of any such litigation or claim is favorable, defending ~~them~~ **against such lawsuits** is costly and can impose a significant burden on management and employees. We may also receive unfavorable preliminary, interim, or final rulings in the course of litigation. We ~~may face lawsuits, incur liability,.....~~ **business could be seriously harmed.** We plan to continue expanding our international operations, **including in markets** where we have limited operating experience and may be subject to increased business and economic risks that could seriously harm our business. We plan to continue expanding our business operations abroad and ~~translating our products into other languages. Snapchat is currently available in more than 40 languages, and we have offices in more than 15 countries. We plan~~ to enter new international markets and expand our operations in existing international markets, where **in some cases** we have limited or no experience in marketing, selling, and deploying our products and advertisements. Our limited experience and infrastructure in such markets, or the lack of a critical mass of users in such markets, may make it more difficult for us to effectively monetize any increase in DAUs in those markets, and may increase our costs without a corresponding increase in revenue. If we fail to deploy or manage our operations in international markets successfully, our business may suffer. We do not currently enter into foreign currency exchange contracts, which means our business, financial condition, and operating results may be impacted by fluctuations in the exchange rates of the currencies in which we do business. In the future, as our international operations increase, or more of our revenue agreements or operating expenses are denominated in currencies other than the U. S. dollar, these impacts may become material. In addition, as our international operations and sales continue to grow, we are subject to a variety of risks inherent in doing business internationally, including: • political, social, and economic instability, including war and other armed ~~conflicts~~ **conflict, and significant political developments or disruptions in foreign jurisdictions, such as the ongoing legal and regulatory changes in the United Kingdom as a result of the withdrawal of the United Kingdom from the European Union**; • risks related to the legal and regulatory environment in foreign jurisdictions, including with respect to privacy, rights of publicity, content, data protection, **cybersecurity**, intellectual property, health and safety, competition, protection of minors, consumer protection, employment, money transmission, import and export restrictions, gift cards, electronic funds transfers, anti- money laundering, advertising, algorithms, encryption, and taxation, and unexpected changes in laws, regulatory requirements, and enforcement; • potential damage to our brand and reputation due to compliance with local laws, including potential censorship and requirements to provide user information to local authorities; • fluctuations in currency exchange rates; • higher levels of credit risk and payment fraud; • complying with tax requirements of multiple jurisdictions; • enhanced difficulties of integrating any foreign acquisitions; • complying with a variety of foreign laws, including certain employment laws requiring national collective bargaining agreements that set minimum salaries, benefits, working conditions, and termination requirements; **• complying with a variety of foreign disclosure and reporting obligations, including those related to environmental, social, and corporate governance impacts and security breaches**; • reduced protection for intellectual- property rights in some countries; • difficulties in staffing and managing global operations and the increased travel, infrastructure, and compliance costs associated with multiple international locations; • regulations that might add difficulties in repatriating cash earned outside the United States and otherwise preventing us from freely moving cash; • import and export restrictions and changes in trade regulation; • complying with statutory equity requirements; • complying with the U. S. Foreign Corrupt Practices Act, the U. K. Bribery Act, and similar laws in other

jurisdictions; and • export controls and economic sanctions administered by the Department of Commerce Bureau of Industry and Security, the Treasury Department's Office of Foreign Assets Control, or other similar foreign regulatory bodies. If we are unable to expand internationally and manage the complexity of our global operations successfully, our business could be seriously harmed. ~~Exposure to United Kingdom political developments, including the effect of its withdrawal from the European Union, could be costly and difficult to comply with and could harm our business. We have based a significant portion of our European operations in the United Kingdom and have licensed a portion of our intellectual property to one of our United Kingdom subsidiaries. These operations continue to face risks and potential disruptions related to the withdrawal of the United Kingdom from the European Union, commonly referred to as "Brexit."~~ Although the United Kingdom and the European Union have entered into a trade and cooperation agreement, the long-term nature of the United Kingdom's relationship with the European Union remains unclear. For example, Brexit could lead to potentially divergent laws and regulations, such as with respect to data protection and data transfer laws, that could be costly and complicate compliance efforts. While we continue to monitor these developments, the full effect of Brexit on our operations is uncertain and our business could be harmed by trade disputes or political differences between the United Kingdom and the European Union in the future. We plan to continue to make acquisitions and strategic investments in other companies, which could require significant management attention, disrupt our business, dilute our stockholders, and seriously harm our business. As part of our business strategy, we have made and intend to make acquisitions to add specialized team members and complementary companies, products, and technologies, as well as investments in public and private companies in furtherance of our strategic objectives. Our ability to acquire and successfully integrate larger or more complex companies, products, and technologies is unproven. In the future, we may not be able to find other suitable acquisition or investment candidates, and we may not be able to complete acquisitions or investments on favorable terms, if at all. Our previous and future acquisitions and investments may not achieve our goals, and any future acquisitions or investments we complete could be viewed negatively by users, advertisers, partners, or investors. In addition, if we fail to successfully close transactions, integrate new teams, or integrate the products **and**, technologies, **and systems** associated with these acquisitions into our company, our business could be seriously harmed. Any integration process may require significant time and resources, and we may not be able to manage the process successfully. For example, future or past business transactions could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. We may not successfully evaluate or use the acquired products, technology, and personnel, or accurately forecast the financial impact of an acquisition or investment transaction, including accounting charges. We may also incur unanticipated liabilities and litigation exposure that we assume as a result of acquiring companies. We may have to pay cash, incur debt, or issue equity securities to pay for any acquisition or investment, any of which could seriously harm our business. Selling or issuing equity to finance or carry out any such acquisition or investment would also dilute our existing stockholders. Incurring debt would increase our fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. In addition, it generally takes several months after the closing of an acquisition to finalize the purchase price allocation. Therefore, it is possible that our valuation of an acquisition may change and result in unanticipated write-offs or charges, impairment of our goodwill, or a material change to the fair value of the assets and liabilities associated with a particular acquisition, any of which could seriously harm our business. The strategic investments we make in public and private companies around the world range from early-stage companies still defining their strategic direction to mature companies with established revenue streams and business models. Many of the instruments in which we invest are non-marketable and illiquid at the time of our initial investment, and ~~our~~ we are not always able to achieve a return in a timely fashion, if at all. Our ability to realize a return on our investment in a private company, if any, is typically dependent on the ~~company issuer~~ participating in a liquidity event, such as a public offering or acquisition. **We are not always able to achieve a return on our investments in a timely fashion, if at all, even for those companies that have achieved a liquidity event.** To the extent any of the companies in which we invest are not successful, which can include failures to achieve business objectives as well as bankruptcy, we could recognize an impairment or lose all or part of our investment. Our acquisition and investment strategy may not succeed if we are unable to remain attractive to target companies or expeditiously close transactions. For example, if we develop a reputation for being a difficult acquirer or having an unfavorable work environment, or target companies view our non-voting Class A common stock unfavorably, we may be unable to source and close acquisition targets. In addition, members of the U. S. administration and Congress have proposed new legislation, **and the U. S. Federal Trade Commission and Department of Justice have adopted new procedures,** that could limit, hinder, or delay the acquisition process and target opportunities. If we are unable to consummate key acquisition transactions essential to our corporate strategy, it may limit our ability to grow or compete effectively and our business may be seriously harmed. If our goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings, which could seriously harm our business. Under U. S. generally accepted accounting principles, or GAAP, we review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. As of December 31, ~~2022~~ **2023**, we had recorded a total of \$ 1. ~~9~~ **8** billion of goodwill and intangible assets, net related to our acquisitions. An adverse change in market conditions, particularly if such change has the effect of changing one of our critical assumptions or estimates, could result in a change to the estimation of fair value that could result in an impairment charge to our goodwill or intangible assets. Any such material charges may seriously harm our business. **Our use** ~~We have spent and may continue to spend substantial funds in connection with the tax liabilities on the settlement of equity awards~~ **to compensate and motivate our employees**. The manner in which we fund these tax liabilities may cause ~~causes us dilution to existing~~ **causes us dilution to existing** ~~spend substantial funds or dilute stockholders, either.~~ **Efforts to manage this dilution are likely to reduce the amount of which may cash we have available for other purposes. We use equity awards that vest over multiple years to compensate an and motivate** ~~adverse effect on our~~ **employees financial condition**. When our employee equity awards vest, we **typically** withhold taxes and

remit them, along with any employee and employer social security contributions, to relevant taxing authorities on behalf of team members and, where applicable, their employers. **While the issuance of stock-based compensation to our employees does not deplete our cash balance, it is dilutive to existing stockholders. To help manage and mitigate this dilution, we can choose to use our existing cash to** fund the withholding and remittance obligations ~~for on~~ equity awards **when they vest (instead of selling** ~~we have either used our existing cash or sold a portion of the~~ vested equity awards ~~award~~ on behalf of our employees), **or engage** team members near the applicable settlement dates in ~~an~~ **stock repurchases. However, doing so would reduce the** amount that is substantially equivalent to the number of ~~cash~~ shares of common stock that we **have available** would withhold in connection with these settlements. In the future, we may also sell equity on our behalf and use the proceeds to fund the withholding and remittance obligations ~~working capital, capital expenditures, strategic acquisitions for~~ **or business opportunities**, equity awards. Any of these methods may have an ~~and~~ adverse effect on our financial condition. If we sell shares on behalf of our team members, although those newly issued shares should not be dilutive, such sales to the ~~other~~ **general corporate purpose and may increase** market could result in a decline to our stock price **volatility**. If we ~~were~~ use our existing cash, or if our cash reserves are not sufficient, we may choose to issue equity securities or borrow funds under our revolving credit facility. In such an event, we cannot assure you that we will be able to successfully match the proceeds of any such equity financing to the then applicable tax liability, and any such equity financing could result in a decline in our stock price and be dilutive to existing stockholders. If we elect to satisfy tax withholding and remittance obligations in whole or in part by drawing on our revolving credit facility, our interest expense and principal repayment requirements could increase significantly, which could seriously harm our business. There are numerous risks associated with our internal and contract manufacturing of our physical products and components. If we encounter problems with either our internal or contract manufacturing, we may not deliver our products within specifications or on time, which may seriously harm our business. Manufacturing processes are highly complex, require advanced and costly equipment, and must be continuously modified to improve yields and performance. We **largely** rely on **third-party** suppliers and contract manufacturers in connection with the production of our own physical products and components. We and our contract manufacturers are all vulnerable to capacity constraints and reduced component availability, and have limited control over delivery schedules, manufacturing yields, and costs, particularly when components are in short supply, or if we introduce a new product or feature. In addition, we have limited control over our suppliers' and manufacturers' quality systems and controls, and therefore must rely on them to meet our quality and performance standards and specifications. Delays, component shortages, including custom components that are manufactured for us at our direction, global trade conditions and agreements, and other manufacturing and supply problems could impair the distribution of our products and ultimately our brand. For example, the United States has threatened tougher trade terms with China and other countries, leading to the imposition, or potential future imposition, of substantially higher U. S. Section 301 tariffs on certain imports from China, which may adversely affect our products and seriously harm our business. Furthermore, any adverse change in our suppliers' or contract manufacturers' financial or business condition or our relationship with them could disrupt our ability to supply our products. If we change our suppliers or contract manufacturers, or shift to more internal manufacturing operations, we may lose revenue, incur increased costs, and damage our reputation and brand. Qualifying and commencing operations with a new supplier or contract manufacturer is expensive and time-consuming. In addition, if we experience increased demand for our products, we may need to increase our material or component purchases, internal or contract-manufacturing capacity, and internal test and quality functions. The inability of our suppliers or contract manufacturers to provide us with adequate high-quality materials and products could delay our order fulfillment, and may require us to change the design of our products to meet this increased demand. Any redesign may require us to re-qualify our products with any applicable regulatory bodies or customers, which would be costly and time-consuming. This may lead to unsatisfied customers and users and increase costs to us, which could seriously harm our business. As we increase or acquire additional manufacturing capacity, we are subject to many complex and evolving environmental, health, and safety laws, regulations, and rules in each jurisdiction in which we operate. If we fail to comply with any such laws and regulations, then we could incur regulatory penalties, fines, and legal liabilities, suspension of production, significant compliance requirements, alteration of our manufacturing processes, or restrictions on our ability to modify or expand our facilities, any of which could seriously harm our business. In addition, any errors or defects in any parts or technology incorporated into our products could result in product failures **or recalls** that could seriously harm our business. Further, any defect in manufacturing, design, or other could cause our products to fail or render them permanently inoperable. ~~For example, the typical means by which our Spectacles product connects to mobile devices is by way of a Bluetooth transceiver located in the Spectacles product. If the Bluetooth transceiver in our Spectacles product were to fail, it would not be able to connect to a user's mobile device and Spectacles would not be able to deliver any content to the mobile device and the Snapchat application.~~ As a result **of such product failures or recalls**, we may have to replace **or offer refunds for** these products at our sole cost and expense, face litigation **, including class-action lawsuits**, or be subject to other liabilities. Should we have a widespread problem of this kind, the reputational damage and the cost of replacing these products, or other liabilities, could seriously harm our business. Some of our products are in regulated industries. Clearances to market regulated products can be costly and time-consuming, and we may not be able to obtain these clearances or approvals on a timely basis, or at all, for future products. The FDA and other state and foreign regulatory agencies regulate Spectacles. We may develop future products that are regulated as medical devices by the FDA or regulated by other governmental agencies. Government authorities, primarily the FDA and corresponding regulatory agencies, regulate the medical device industry. Unless there is an exemption, we must obtain regulatory approval from the FDA and corresponding agencies, or other applicable governmental authorities, before we can market or sell a new regulated product or make a significant modification to an existing product. Obtaining regulatory clearances to market a medical device or other regulated products can be costly and time-consuming, and we may not be able to obtain these clearances or approvals on a timely basis, or at all, for future products. Any delay in, or failure to receive or maintain, clearance or approval for any products

under development could prevent us from launching new products. We could seriously harm our business and the ability to sell our products if we experience any product problems requiring reporting to governmental authorities, if we fail to comply with applicable federal, state, or foreign agency regulations, or if we are subject to enforcement actions such as fines, civil penalties, injunctions, product recalls, or failure to obtain regulatory clearances or approvals. We have faced inventory risk with respect to our physical products. We have been and may in the future be exposed to inventory risks related to our physical products as a result of rapid changes in product cycles and pricing, defective merchandise, changes in consumer demand and consumer spending patterns, changes in consumer tastes with respect to our products, and other factors. We try to accurately predict these trends and avoid overstocking or understocking inventory. Demand for products, however, can change significantly between the time inventory or components are ordered and the date of sale. The acquisition of certain types of inventory or components may require significant lead- time and prepayment and they may not be returnable. Failure to manage our inventory, supplier commitments, or customer expectations could seriously harm our business.

Risks Related to Credit and Financing We have offered and may continue to offer credit to our partners to stay competitive, and as a result we may be exposed to credit risk of some of our partners, which may seriously harm our business. We engage in business with some of our partners on an open credit basis. While we attempt to monitor individual partner payment capability when we grant open credit arrangements and maintain allowances we believe are adequate to cover exposure for doubtful accounts, we cannot assure investors these programs will be effective in managing our credit risks in the future. This may be especially true as our business grows and expands, we engage with partners that have limited operating history, or we engage with partners that we may not be familiar with. If we are unable to adequately control these risks, our business could be seriously harmed. Operating our business requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay the Convertible Notes, and any other debt when due, which may seriously harm our business. Our ability to make principal or interest payments on, or to refinance, the Convertible Notes or other indebtedness depends on our future performance, which is subject to many factors beyond our control. Our business may not generate sufficient cash flow from operations in the future to service our debt and business. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt, obtaining additional debt financing, or issuing additional equity securities, any of which may be on terms that are not favorable to us or, in the case of equity securities, highly dilutive to our stockholders. **The Convertible Notes will mature beginning in May 2025, unless earlier converted, redeemed, or repurchased.** Our ability to **repay or** refinance the Convertible Notes or our other indebtedness will depend on various factors, including the **available accessibility of** capital markets, our business, and our financial condition at such time. We may not be able to engage in any of these activities or on desirable terms, which could result in a default on our debt obligations. In addition, our existing and future debt agreements, including the Convertible Notes and Credit Facility, may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt, and would seriously harm our business. In addition, holders of the Convertible Notes have the right to require us to repurchase all or a portion of the Convertible Notes on the occurrence of a fundamental change at a repurchase price equal to 100 % of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. Further, if a make- whole fundamental change as defined in each of the indentures governing the Convertible Notes, or the Indentures, occurs prior to the maturity date of the Convertible Notes, we will in some cases be required to increase the conversion rate for a holder that elects to convert its Convertible Notes in connection with such make- whole fundamental change. On the conversion of the Convertible Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments for the Convertible Notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make such repurchases of the Convertible Notes surrendered or pay cash with respect to the Convertible Notes being converted. If we default on our credit obligations, our operations may be interrupted and our business could be seriously harmed. We have a Credit Facility that we may draw on to finance our operations, acquisitions, and other corporate purposes. If we default on these credit obligations, our lenders may: • require repayment of any outstanding amounts drawn on our Credit Facility; • terminate our Credit Facility; or • require us to pay significant damages. If any of these events occur, our operations may be interrupted and our ability to fund our operations or obligations, as well as our business, could be seriously harmed. In addition, our Credit Facility contains operating covenants, including customary limitations on the incurrence of certain indebtedness and liens, restrictions on certain intercompany transactions, and limitations on the amount of dividends and stock repurchases. Our ability to comply with these covenants may be affected by events beyond our control, and breaches of these covenants could result in a default under the Credit Facility and any future financial agreements into which we may enter. If not waived, defaults could cause our outstanding indebtedness under our outstanding Convertible Notes or our Credit Facility, including any future financing agreements that we may enter into, to become immediately due and payable. For more information on our Credit Facility, see “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources. ” We cannot be certain that additional financing will be available on reasonable terms when needed, or at all, which could seriously harm our business. We have historically incurred net losses and negative cash flow from operations, and we may not attain and sustain profitability in future periods. As a result, we may need additional financing. Our ability to obtain additional financing, if and when required, will depend on investor demand, our operating performance, our credit rating, the condition of the capital markets, and other factors. To the extent we use available funds or draw on our Credit Facility, we may need to raise additional funds and we cannot assure investors 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 our Class A common stock, and our existing stockholders may experience dilution. In the event that we are unable to obtain additional financing on favorable terms, our

interest expense and principal repayment requirements could increase significantly, which could seriously harm our business. **In addition, our ability to draw on our Credit Facility relies on our lenders under that facility's continued operation and ability to fund.** **Risks Related to Taxes** **New legislation** **Existing, new, and proposed tax laws and regulations** that would **change** **affect the** U. S. or foreign taxation of business activities, including the imposition of **, or increase in,** tax based on gross revenue, could seriously harm our business, or the financial markets and the market price of our Class A common stock. Reforming the taxation of international businesses has been a priority for politicians at a global level, and a wide variety of changes have been proposed or enacted. Due to the large and expanding scale of our international business activities, any changes in the taxation of such activities may increase our tax expense, the amount of taxes we pay, or both, and seriously harm our business. For example, legislation commonly referred to as the Tax Cuts and Jobs Act, which was enacted in December 2017, significantly reformed the U. S. Internal Revenue Code of 1986, as amended, or the Code. The Tax Cuts and Jobs Act **lowered** **put into effect significant changes to U. S. taxation of international business activities, including lowering** U. S. federal corporate income tax rates, **changed** **changing** the utilization of future net operating loss carryforwards, **allowing** **allowed for the expensing of** certain capital expenditures **to be expensed**, **eliminated** **eliminating** the option to currently deduct research and development expenditures and **requires** **requiring** taxpayers to capitalize and amortize U. S.- based and non- U. S.- based research and development expenditures over five and fifteen years, respectively **, and put into effect significant changes to U. S. taxation of international business activities**. In August 2022, the Inflation Reduction Act, or the IRA, was enacted, the provisions of which include a minimum tax equal to 15 % of the adjusted financial statement income of certain large corporations, as well as a 1 % excise tax on certain share buybacks by public corporations that would be imposed on such corporations. It is possible that changes **or interpretations** under the Tax Cuts and Jobs Act, the IRA **, or other tax legislation** could increase our future tax liability, which could in turn adversely impact our business and future profitability. In addition, many jurisdictions and intergovernmental organizations have **implemented** **been discussing** or are in the process of implementing proposals that **may have changed (or are likely to change)** various aspects of the existing framework under which our tax obligations are determined in many of the jurisdictions in which we do business and in which our users are located. Some jurisdictions have enacted, and others have proposed, in each case potentially on a temporary basis pending the implementation of the "two-pillar solution" described below, taxes based on gross receipts applicable to digital services regardless of profitability. In addition, the Organisation for Economic Co- operation and Development, or the OECD, has led international efforts to devise, and to implement on a permanent basis, a two- pillar solution to address the tax challenges arising from the digitalization of the economy. Pillar One focuses on nexus and profit allocation, and Pillar Two provides for a global minimum effective corporate tax rate of 15 %. Pillar One would apply to multinational enterprises with annual global revenue above 20 billion euros and profitability above 10 %, with the revenue threshold potentially reduced to 10 billion euros in the future. **While it remains uncertain whether Pillar One will be adopted,** **Based based** on these thresholds, we currently expect to be outside the scope of the Pillar One proposals, though we anticipate that we will be subject to Pillar One in the future if **it is ultimately adopted and if** our global revenue exceeds the Pillar One thresholds. **In December 2021, the OECD published detailed rules that define the scope of the Pillar Two global minimum effective tax rate proposal.** A number of countries, including the United Kingdom, **are currently proposing** **have enacted legislation** to implement core elements of the Pillar Two proposal **by from** the start of 2024 **, and the European Union has adopted a Council Directive which requires certain Pillar Two rules to be transposed into member states' national laws from such time**. Based on our current understanding of the minimum revenue thresholds contained in the proposed Pillar Two rules, we expect that we may be within their scope and so their implementation could impact the amount of tax we have to pay **and we may be required to incur additional material costs and expenditures to ensure compliance with any such rules in each of the relevant jurisdictions within which we carry on our business**. We continue to examine the impact these and other tax reforms may have on our business. The impact of these and other tax reforms is uncertain and one or more of these or similar measures could seriously harm our business. We may have exposure to greater- than- anticipated tax liabilities, which could seriously harm our business. Our income tax obligations are based on our corporate operating structure and third- party and intercompany arrangements, including the manner in which we develop, value, and use our intellectual property and the valuations of our intercompany transactions. The tax laws applicable to our international business activities, including the laws of the United States and other jurisdictions, are subject to change and uncertain interpretation. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology, intercompany arrangements, or transfer pricing, which could increase our worldwide effective tax rate and the amount of taxes we pay and seriously harm our business. Taxing authorities may also determine that the manner in which we operate our business is not consistent with how we report our income, which could increase our effective tax rate and the amount of taxes we pay and seriously harm our business. In addition, our future income taxes could fluctuate because of earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, or accounting principles. We are subject to regular review and audit by U. S. federal and state and foreign tax authorities. Any adverse outcome from a review or audit could seriously harm our business. In addition, determining our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements for such periods and may seriously harm our business. Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited, each of which could seriously harm our business. As of December 31, **2022-2023**, we had U. S. federal net operating loss carryforwards of approximately \$ **6.7-4** billion and state net operating loss carryforwards of approximately \$ **4.6-5** billion, as well as U. K. net operating loss carryforwards of approximately \$ **3-4.6-5** billion. We also accumulated U. S. federal and state research tax credits of \$ **691-816.5-6** million and \$ **430-478.7-9** million, respectively, as of December 31, **2022-2023**.

Under Sections 382 and 383 of the Code, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research tax credits, to offset its post-change income and taxes may be limited. In general, an “ownership change” occurs if there is a cumulative change in our ownership by “5% shareholders” that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. In the event that we experience one or more ownership changes as a result of transactions in our stock, then we may be limited in our ability to use our net operating loss carryforwards and other tax assets to reduce taxes owed on the net taxable income that we earn. For U. S. federal income tax purposes, net operating losses arising in tax years beginning before January 1, 2018 can be carried forward to the earlier of the next subsequent twenty tax years or until such losses are fully utilized. ~~net. Net~~ operating losses arising in tax years beginning after December 31, 2017 are not subject to the twenty-year limitation. ~~In addition, but for tax years beginning after December 31, 2020, our use of such net operating losses arising in a tax year beginning after December 31, 2017, may not exceed 80% of such year’s taxable income. U. S. federal research tax credits can be carried forward to the earlier of the next subsequent twenty tax years or until such credits are fully utilized, and use of those credits generally cannot exceed 75% of the net income tax liability for such tax year.~~ In the ~~United Kingdom~~ U.K., net operating loss carryforwards can be carried forward indefinitely; however, use of such carryforwards in a given year is generally limited to 50% of such year’s taxable income and may be subject to ownership change rules that restrict the use of net operating loss carryforwards. Any limitations on the ability to use our net operating loss carryforwards and other tax assets, as well as the timing of any such use, could seriously harm our business. Our operating results may be negatively affected if we are required to pay additional sales and use tax, value added tax, or other transaction taxes, and we could be subject to liability with respect to all or a portion of past or future sales. We currently collect and remit sales and use, value added and other transaction taxes in certain of the jurisdictions where we do business based on our assessment of the amount of taxes owed by us in such jurisdictions. However, in some jurisdictions in which we do business, we do not believe that we owe such taxes, and therefore we currently do not collect and remit such taxes in those jurisdictions or record contingent tax liabilities in respect of those jurisdictions. A successful assertion that we are required to pay additional taxes in connection with sales of our products and solutions, or the imposition of new laws or regulations or the interpretation of existing laws and regulations requiring the payment of additional taxes, would result in increased costs and administrative burdens for us. If we are subject to additional taxes and determine to offset such increased costs by collecting and remitting such taxes from our customers, or otherwise passing those costs through to our customers, companies may be discouraged from purchasing our products and solutions. Any increased tax burden may decrease our ability or willingness to compete in relatively burdensome tax jurisdictions, result in substantial tax liabilities related to past or future sales or otherwise seriously harm our business. Risks Related to Ownership of Our Class A Common Stock Holders of Class A common stock have no voting rights. As a result, holders of Class A common stock will not have any ability to influence stockholder decisions. Class A common stockholders have no voting rights, unless required by Delaware law. As a result, all matters submitted to stockholders will be decided by the vote of holders of Class B common stock and Class C common stock. As of December 31, ~~2022~~ **2023**, Mr. Spiegel and Mr. Murphy control over 99% of the voting power of our capital stock, and Mr. Spiegel alone may exercise voting control over our outstanding capital stock. Mr. Spiegel and Mr. Murphy voting together, or in many instances, Mr. Spiegel acting alone, will have control over all matters submitted to our stockholders for approval. In addition, because our Class A common stock carries no voting rights (except as required by Delaware law), the issuance of the Class A common stock in future offerings, in future stock-based acquisition transactions, or to fund employee equity incentive programs could prolong the duration of Mr. Spiegel’s and Mr. Murphy’s current relative ownership of our voting power and their ability to elect certain directors and to determine the outcome of all matters submitted to a vote of our stockholders. This concentrated control eliminates other stockholders’ ability to influence corporate matters and, as a result, we may take actions that our stockholders do not view as beneficial. As a result, the market price of our Class A common stock could be adversely affected. ~~Our We cannot predict the impact our capital structure and the concentrated control by our founders may have on~~ **adversely impact** our stock price ~~or our business~~. Although other U. S.-based companies have publicly traded classes of non-voting stock, to our knowledge, we were the first company to only list non-voting stock on a U. S. stock exchange. ~~We cannot predict whether this structure, combined with the concentrated control by Mr. Spiegel and Mr. Murphy, will result in a lower trading price or greater fluctuations in the trading price of our Class A common stock, or will result in adverse publicity or other adverse consequences.~~ ~~In addition, some~~ **Some** indexes have ~~indicated~~ **since determined that** they will exclude non-voting stock, like our Class A common stock, from their membership. For example, FTSE Russell, a provider of widely followed stock indexes, requires new constituents of its indexes to have at least five percent of their voting rights in the hands of public stockholders. ~~The~~ ~~In addition,~~ S & P Dow Jones, another provider of widely followed stock indexes, ~~previously excluded~~ **has stated that** companies with multiple share classes ~~will not be eligible for certain of their indexes, but subsequently reversed course to remove that exclusion.~~ As a result, our Class A common stock is not eligible for ~~these~~ **these** stock indexes **with these or similar restrictions**. We cannot assure you that other stock indexes will not take a similar approach to FTSE Russell ~~or S & P Dow Jones~~ in the future. Exclusion from indexes could make our Class A common stock less attractive to investors and, as a result, the market price of our Class A common stock could be adversely affected. Additionally, the exclusion of our Class A common stock from these indexes may limit the types of investors who invest in our Class A common stock and could make the trading price of our Class A common stock more volatile. ~~Because our Class A common stock is non-voting, we and our stockholders are exempt from certain provisions of U. S. securities laws. This may limit the information available to holders of our Class A common stock. Because our Class A common stock is non-voting, significant holders of our common stock are exempt from the obligation to file reports under Sections 13 (d), 13 (g), and 16 of the Exchange Act. These provisions generally require periodic reporting of beneficial ownership by significant stockholders, including changes in that ownership. For example, we believe that Tencent Holdings Limited, together with its affiliates, may hold~~ **hold** greater than 10% of our Class A common stock based

in part on Tencent Holdings Limited's public reporting. As a result of our capital structure, holders are not obligated to disclose changes in ownership of our Class A common stock, so there can be no assurance that you, or we, will be notified of any such changes. Our directors and officers are required to file reports under Section 16 of the Exchange Act. Our significant stockholders, other than directors and officers, are exempt from the "short-swing" profit recovery provisions of Section 16 of the Exchange Act and related rules with respect to their purchases and sales of our securities. As such, stockholders will be unable to bring derivative claims for disgorgement of profits for trades by significant stockholders under Section 16 (b) of the Exchange Act unless the significant stockholders are also directors or officers. Since our Class A common stock is our only class of stock registered under Section 12 of the Exchange Act and that class is non-voting, we are not required to file proxy statements or information statements under Section 14 of the Exchange Act, unless a vote of the Class A common stock is required by applicable law. Accordingly, legal causes of action and remedies under Section 14 of the Exchange Act for inadequate or misleading information in proxy statements may not be available to holders of our Class A common stock. If we do not deliver any proxy statements, information statements, annual reports, and other information and reports to the holders of our Class B common stock and Class C common stock, then we will similarly not provide any of this information to holders of our Class A common stock. Because we are not required to file proxy statements or information statements under Section 14 of the Exchange Act, any proxy statement, information statement, or notice of our annual meeting may not include all information under Section 14 of the Exchange Act that a public company with voting securities registered under Section 12 of the Exchange Act would be required to provide to its stockholders. Most of that information, however, will be reported in other public filings. For example, any disclosures required by Part III of Form 10-K as well as disclosures required by the NYSE for the year ended December 31, ~~2022~~ **2023** that are customarily included in a proxy statement are instead included in our Annual Report. But some information required in a proxy statement or information statement is not required in any other public filing. For example, we ~~will be~~ **are** not required to comply with the proxy access rules or the "pay versus performance" disclosure rules under Section 14 of the Exchange Act. If we take any action in an extraordinary meeting of stockholders where the holders of Class A common stock are not entitled to vote, we will not be required to provide the information required under Section 14 of the Exchange Act. Nor will we be required to file a preliminary proxy statement under Section 14 of the Exchange Act. Since that information is also not required in a Form 10-K, holders of Class A common stock may not receive the information required under Section 14 of the Exchange Act with respect to extraordinary meetings of stockholders. In addition, we are not subject to the "say-on-pay" and "say-on-frequency" provisions of the Dodd-Frank Act. As a result, our stockholders do not have an opportunity to provide a non-binding vote on the compensation of our executive officers. Moreover, holders of our Class A common stock will be unable to bring matters before our annual meeting of stockholders or nominate directors at such meeting, nor can they submit stockholder proposals under Rule 14a-8 of the Exchange Act. The trading price of our Class A common stock has been and is likely to continue to be volatile. From January 1, ~~2021~~ **2022** to December 31, ~~2022~~ **2023**, the trading price of our Class A common stock ranged from \$ 7.33 to \$ ~~83.47~~ **34.71**. Declines or volatility in our trading price, ~~including during the current economic downturn~~, could make it more difficult to attract and retain talent, adversely impact employee retention and morale, and has required, and may continue to require, us to issue more equity to incentivize team members which is likely to dilute stockholders. The market price of our Class A common stock may fluctuate or decline significantly in response to numerous factors, many of which are beyond our control, including: • actual or anticipated fluctuations in our user growth, retention, engagement, revenue, or other operating results; • variations between our actual operating results and the expectations of investors and the financial community; • the accuracy of our financial guidance or projections; • any forward-looking financial or operating information we may provide, any changes in this information, or our failure to meet expectations based on this information; • actions of investors who initiate or maintain coverage of us, changes in financial estimates by any investors who follow our company, or our failure to meet these estimates or the expectations of investors; **• significant acquisitions or divestitures of our stock by investors, whether voluntarily or to comply with regulatory or other requirements**; • whether our capital structure is viewed unfavorably, particularly our non-voting Class A common stock and the significant voting control of our co-founders; • additional shares of our common stock being sold into the market by us or our existing stockholders, or the anticipation of such sales, including if we issue shares to satisfy equity-related tax obligations; • stock repurchase programs undertaken by us; • announcements by us or our competitors of significant products or features, technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments; • announcements by us or estimates by third parties of actual or anticipated changes in the size of our user base or the level of user engagement; • changes in operating performance and stock market valuations of technology companies in our industry segment, including our partners and competitors; • price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole, ~~the COVID-19 pandemic~~, inflationary pressures, **banking instability**, war, ~~or other~~ armed conflict, ~~including Russia's invasion of Ukraine~~, incidents of terrorism, or responses to these events; • lawsuits threatened or filed against us; • developments in new legislation and pending lawsuits, executive actions, or regulatory actions, including interim or final rulings by judicial or regulatory bodies, **whether such developments may impact us or our competitors**; and • other events or factors, including those resulting from war, incidents of terrorism, pandemics, or responses to these events. In addition, extreme price and volume fluctuations in the stock markets have affected and continue to affect many technology companies' stock prices, including ours. Often, their stock prices have fluctuated in ways unrelated or disproportionate to the companies' operating performance. In the past, stockholders have filed securities class-action litigation following periods of market volatility. For example, in November 2021, we, and certain of our officers, were named as defendants in a securities class-action lawsuit in federal court purportedly brought on behalf of purchasers of our Class A common stock. The lawsuit alleges that we and certain of our officers made false or misleading statements and omissions concerning the impact that Apple's ATT framework would have on our business. We believe we have meritorious defenses to this lawsuit, but an unfavorable outcome could seriously harm our business. Any

litigation could subject us to substantial costs, divert resources and the attention of management from our business, and seriously harm our business. We may not realize the anticipated long- term stockholder value of any stock repurchase program undertaken by us and any failure to repurchase our Class A common stock after we have announced our intention to do so may negatively impact our stock price. Our board of directors has in the past and may from time to time in the future authorize stock repurchase programs, pursuant to which repurchases of Class A common stock may be made either through open market transactions (including pre- set trading plans) or through other transactions in accordance with applicable securities laws. Any repurchase programs may be modified, suspended, or terminated at any time. Any failure to repurchase stock after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price. The existence of a stock repurchase program could cause our stock price to trade higher than it otherwise would be and could potentially reduce the market liquidity for our stock. Although stock repurchase programs are intended to enhance long-term stockholder value, there is no assurance they will do so because the market price of our Class A common stock may decline below the levels at which we repurchased shares and short- term stock price fluctuations could reduce the effectiveness of any such program. Repurchasing our Class A common stock reduces the amount of cash we have available to fund working capital, capital expenditures, strategic acquisitions or business opportunities, and other general corporate purposes, and we may fail to realize the anticipated long- term stockholder value of any stock repurchase program. Conversions or exchanges of the Convertible Notes may dilute the ownership interest of our stockholders or may otherwise affect the market price of our Class A common stock. The conversion of some or all of the Convertible Notes may dilute the ownership interests of our stockholders. On conversion of the Convertible Notes, we have the option to pay or deliver, as the case may be, cash, shares of our Class A common stock, or a combination of cash and shares of our Class A common stock. If we elect to settle our conversion obligation in shares of our Class A common stock or a combination of cash and shares of our Class A common stock, any sales in the public market of our Class A common stock issuable on such conversion could adversely affect prevailing market prices of our Class A common stock. In addition, the existence of the Convertible Notes may encourage short selling by market participants because the conversion of the Convertible Notes could be used to satisfy short positions, or anticipated conversion of the Convertible Notes into shares of our Class A common stock, any of which could depress the market price of our Class A common stock. We may also engage in exchanges, repurchase, or induce conversions, of the Convertible Notes in the future. Holders of the Convertible Notes that participate in any of these exchanges, repurchases, or induced conversions may enter into or unwind various derivatives with respect to our Class A common stock or sell shares of our Class A common stock in the open market to hedge their exposure in connection with these transactions. These activities could decrease (or reduce the size of any increase in) the market price of our Class A common stock or the Convertible Notes, or dilute the ownership interests of our stockholders. In addition, the market price of our Class A common stock is likely to be affected by short sales of our Class A common stock or the entry into or unwind of economically equivalent derivative transactions with respect to our Class A common stock by investors that do not participate in the exchange transactions and by the hedging activity of the counterparties to our Capped Call Transactions or their respective affiliates. We may still incur substantially more debt or take other actions that would diminish our ability to make payments on the Convertible Notes when due. Our ability to repay our debt depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. We and our subsidiaries may incur substantial additional debt in the future, subject to the restrictions contained in our current and future debt instruments. We are not restricted under the terms of the Indentures governing the Convertible Notes from incurring additional debt, securing existing or future debt, repurchasing our stock, making investments, paying dividends, recapitalizing our debt, or taking a number of other actions that could have the effect of diminishing our ability to make payments on the Convertible Notes when due. Our ability to pay our debt when due or to refinance our indebtedness, including the Convertible Notes, depends on our financial condition at such time, the condition of capital markets, and our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. The conditional conversion feature of the Convertible Notes, if triggered, may adversely affect our financial condition and operating results. The Convertible Notes are convertible at the option of the holder. In the event the conditions for optional conversion of the 2025 Notes, 2026 Notes, 2027 Notes, or 2028 Notes by holders are met before the close of business on the business day immediately preceding February 1, 2025, May 1, 2026, February 1, 2027, or December 1, 2027, respectively, holders of the applicable Convertible Notes will be entitled to convert the Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we may settle all or a portion of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Convertible Notes as a current rather than long- term liability, which would result in a material reduction of our net working capital and may seriously harm our business. We entered into certain hedging positions that may affect the value of the Convertible Notes and the volatility and value of our Class A common stock. In connection with the issuance of the Convertible Notes, we entered into certain hedging positions with certain financial institutions. These hedging positions are expected generally to reduce potential dilution of our Class A common stock on any conversion of the Convertible Notes or offset any cash payments we are required to make in excess of the principal amount of such converted Convertible Notes, as the case may be, with such reduction or offset subject to a cap. The counterparties to these hedging positions or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our Class A common stock or purchasing or selling our Class A common stock in secondary market transactions prior to the maturity of the Convertible Notes (and are likely to do so during any observation period related to a conversion of Convertible Notes or following any repurchase of Convertible Notes by us on any fundamental change repurchase date or otherwise). This activity could cause or avoid an increase or a decrease in the market price of our Class A common stock or the Convertible Notes. In addition, if any such hedging positions fail to become effective,

the counterparties to these hedging positions or their respective affiliates may unwind their hedge positions, which could adversely affect the value of our Class A common stock. Delaware law and provisions in our certificate of incorporation and bylaws, as well as our Indentures, could make a merger, tender offer, or proxy contest difficult or more expensive, thereby depressing the trading price of our Class A common stock. Our certificate of incorporation and bylaws contain provisions that could depress the trading price of our Class A common stock by acting to discourage, delay, or prevent a change of control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions include the following:

- our certificate of incorporation provides for a tri-class capital structure. As a result of this structure, Mr. Spiegel and Mr. Murphy control all stockholder decisions, and Mr. Spiegel alone may exercise voting control over our outstanding capital stock. This includes the election of directors and significant corporate transactions, such as a merger or other sale of our company or our assets. This concentrated control could discourage others from initiating any potential merger, takeover, or other change-of-control transaction that other stockholders may view as beneficial. As noted above, the issuance of the Class A common stock dividend, and any future issuances of Class A common stock dividends, could have the effect of prolonging the influence of Mr. Spiegel and Mr. Murphy on the company;
- our board of directors has the right to elect directors to fill a vacancy created by the expansion of our 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;
- our certificate of incorporation prohibits cumulative voting in the election of directors. This limits the ability of minority stockholders to elect directors; and
- our board of directors may issue, without stockholder approval, shares of undesignated preferred stock. The ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us. Any provision of our certificate of incorporation, 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 Class A common stock. Furthermore, certain provisions in the Indentures governing the Convertible Notes may make it more difficult or expensive for a third party to acquire us. For example, the Indentures require us, at the holders' election, to repurchase the Convertible Notes for cash on the occurrence of a fundamental change and, in certain circumstances, to increase the conversion rate for a holder that converts its Convertible Notes in connection with a make-whole fundamental change. A takeover of us may trigger the requirement that we repurchase the Convertible Notes or increase the conversion rate, which could make it more costly for a third party to acquire us. The Indentures also prohibit us from engaging in a merger or acquisition unless, among other things, the surviving entity assumes our obligations under the Convertible Notes and the Indentures. These and other provisions in the Indentures could deter or prevent a third party from acquiring us even when the acquisition may be favorable to holders of the Convertible Notes or our stockholders. Future sales of shares by existing stockholders could cause our stock price to decline. If our existing stockholders, including employees and service providers who obtain equity, sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, the trading price of our Class A common stock could decline. As of December 31, 2022, we had outstanding a total of 1.3 billion shares of Class A common stock, 22.5 million shares of Class B common stock, and 231.6 million shares of Class C common stock. In addition, as of December 31, 2022, 131.1 million shares of Class A common stock and 0.6 million shares of Class B common stock were subject to outstanding stock options and RSUs. As a result of our capital structure, holders who are not required to file reports under Section 16 of the Exchange Act are not obligated to disclose changes in ownership of our Class A common stock, so there can be no assurance that you, or we, will be notified of any such changes. All of our outstanding shares are eligible for sale in the public market, except approximately 368.0 million shares (including options exercisable and RSAs subject to forfeiture as of December 31, 2022) held by directors, executive officers, and other affiliates that are subject to volume limitations under Rule 144 of the Securities Act. Our employees, other service providers, and directors are subject to our quarterly trading window closures. In addition, we have reserved shares for issuance under our equity incentive plans. We may also issue shares of our Class A common stock or securities convertible into our Class A common stock from time to time in connection with a financing, acquisition, investment, or otherwise. When these shares are issued and subsequently sold, it would be dilutive to existing stockholders and the trading price of our Class A common stock could decline. If securities or industry analysts either do not publish research about us, or publish inaccurate or unfavorable research about us, our business, or our market, or if they change their recommendations regarding our common stock adversely, the trading price or trading volume of our Class A common stock could decline. The trading market for our Class A common stock is influenced in part by the research and reports that securities or industry analysts may publish about us, our business, our market, or our competitors. If one or more of the analysts initiate research with an unfavorable rating or downgrade our Class A common stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about our business, our Class A common stock price would likely decline. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the trading price or trading volume to decline. Since we provide only limited financial guidance, this may increase the probability that our financial results are perceived as not in line with analysts' expectations, and could cause volatility to our Class A common stock price. We do not intend to pay cash dividends for the foreseeable future. We have never declared or paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any cash dividends in the foreseeable future. As a result, you may only receive a return on your investment in our Class A common stock if the market price of our Class A common stock increases. In addition, our Credit Facility includes restrictions on our ability to pay cash dividends. If we are unable to maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports, and the market price of our Class A common stock may be seriously harmed. We are required to maintain adequate internal control over financial reporting, perform system and process evaluation and testing of those internal controls to allow management to

report on their effectiveness, report any material weaknesses in such internal controls, and obtain an opinion from our independent registered public accounting firm regarding the effectiveness of such internal controls as required by Section 404 of the Sarbanes- Oxley Act, all of which is time- consuming, costly, and complicated. If we are unable to comply with these requirements in a timely manner, if we assert that our internal control over financial reporting is ineffective, if we identify material weaknesses in our internal control over financial reporting, or if our independent registered public accounting firm is unable to express an opinion or expresses a qualified or adverse opinion about the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A common stock could be negatively affected. In addition, we could become subject to investigations by the NYSE, the SEC, and other regulatory authorities, which could require additional financial and management resources. The requirements of being a public company **have and may continue to** strain our resources, result in more litigation, and divert management' s attention. We are subject to the reporting requirements of the Exchange Act, the Sarbanes- Oxley Act, the Dodd- Frank Act, the listing requirements of the NYSE, and other applicable securities rules and regulations. Complying with these rules and regulations have caused and will continue to cause us to incur additional legal and financial compliance costs, make some activities more difficult, be time- consuming or costly, and continue to increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results, and that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting. 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. **As a public company we are required to publicly disclose additional details about our business and financial condition information, which may result in threatened or actual litigation, including by competitors, regulators, and other third parties. If those claims are successful, our business could be harmed. Even if the claims do not result in litigation or are resolved in our favor, the time and resources needed to resolve them could divert our management' s resources and harm our business.** Our certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States will be 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 certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for: • any derivative action or proceeding brought on our behalf; • any action asserting a breach of fiduciary duty; • any action asserting a claim against us arising under the Delaware General Corporation Law, our certificate of incorporation, or our bylaws; and • any action asserting a claim against us that is governed by the internal- affairs doctrine. This provision would not apply to actions brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all Securities Act claims, which means both courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our certificate of incorporation provides that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. These exclusive forum provisions may limit a stockholder' s ability to bring an action in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. While the Delaware courts have determined that such choice of forum provisions are facially valid, **federal courts have been split on the issue, and** a stockholder may ~~nevertheless~~ seek to bring an action in a venue other than those designated in the exclusive forum provisions. In such an instance, we would expect to vigorously assert the validity and enforceability of our exclusive forum provisions, which may require significant additional costs associated with resolving such action in other jurisdictions, and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions. If a court were to find either exclusive forum provision in our certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving the dispute in other jurisdictions, all of which could seriously harm our business.