

Risk Factors Comparison 2025-03-14 to 2024-03-29 Form: 10-K

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

• **Humility.** We deeply value the critical role we get to play in our customers' lives at challenging times and are grateful they and our partners trust us with this responsibility. We humbly work to earn their trust every day. • **Diversity.** We value diverse backgrounds and experiences and believe they improve our business results and culture. • **Respect.** We value our people as the foundation for our success and respect each other as colleagues. We assume positive intent and are honest and respectful in our work together. • **Curiosity.** We embrace the courage to try new things that expand our expertise and improve our outcomes. • **Accountability.** We strive for excellence in everything we do and hold ourselves accountable to every outcome. We believe that our corporate culture and our relationships with our employees meaningfully contribute to our success. We strive to empower, engage, and celebrate diversity, authenticity and inclusion – regardless of gender, race, ethnicity, identity, age, religion or culture. Our goal is to maximize the impact of the Urgently team by attracting, engaging, and retaining the most talented, dedicated, and passionate people. Our success will require inclusive collaboration. As a result of our efforts, we have earned recognition for our innovation and growth, including rankings on Deloitte Technology Fast 500 (2021, 2020, 2019), Financial Times' The Americas' Fastest-Growing Companies (2021, 2020), the Inc. 5000 (2021, 2020, 2019), Forbes' List of America's Best Startup Employers (2021), and the AutoTech Breakthrough Award for "Overall Transportation Tech of the Year" (2024). Our Intellectual PropertyOur success depends, in part, upon our ability to protect our intellectual property rights with respect to our technology, inventions, improvements, proprietary rights and other assets. We rely on a combination of copyright, trademark and trade secret laws in the United States and other jurisdictions, as well as confidentiality and other contractual restrictions to protect our proprietary rights, including our proprietary technology, software, know-how and brand. However, intellectual property laws and contractual restrictions provide only limited protection. For example, we do not have any issued patents related to our products, technology, processes and systems, and we rely upon unpatented trade secrets, confidential know-how and confidentiality agreements to protect such proprietary rights. We require our employees, consultants and other third parties to enter into confidentiality and proprietary rights agreements and we control and monitor access to our software, proprietary technology and documents and other confidential information. Our policy is to require all employees and independent contractors to sign agreements assigning to us any inventions, trade secrets, developments, processes and other intellectual property generated by them on our behalf and under which they agree to protect our confidential information. We also have registered domain names for websites that we use in our business, including www.geturgently.com. Information contained on, or accessible through, our website does not constitute part of this Annual Report on Form 10-K and inclusions of our website address in this Annual Report on Form 10-K are inactive textual references only. You should not consider information contained on our website to be part of this Annual Report on Form 10-K or in deciding whether to purchase shares of Common Stock. We cannot assure you that the steps taken by us will prevent misappropriation of our technology. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our offerings or obtain and use information that we regard as proprietary. Policing unauthorized use of our technology is difficult and time consuming. Third parties may independently develop the same or similar proprietary information or may otherwise gain access to our proprietary information. The laws, procedures, and restrictions on which we rely may provide only limited protection, and any of our intellectual property rights may be challenged, invalidated, circumvented, infringed, or misappropriated. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the United States. From time to time, third parties may assert claims of infringement, misappropriation, and other violations of intellectual property against us, our customers, or our channel partners, with whom our agreements may obligate us to indemnify against these claims. See the section titled "Risk Factors — Risks Related to Our Business and Industry — Legal and Regulatory Risks — Our inability or failure to protect our intellectual property rights, or any claim that we have infringed upon third-party intellectual property rights, could have a negative impact on operating results" for additional information. Compliance with Government ~~Regulation~~ **Regulation** We are subject to a number of U. S. federal and state and foreign laws and regulations that involve matters central to our business. These laws and regulations may involve privacy, data protection, security, rights of publicity, content regulation, intellectual property, competition, consumer protection, credit card processing, taxation, anti-bribery, anti-money laundering and corruption, economic or other trade prohibitions or sanctions or securities law compliance or other subjects. Many of these laws and regulations are still evolving and being tested in courts and could be interpreted and applied in a manner that is inconsistent from country to country or state to state and inconsistent with our current policies and practices and in ways that could harm our business. In addition, the application and interpretation of these laws and regulations often are uncertain, particularly in the new and rapidly evolving industry in which we operate. The costs of complying with these laws and regulations are high and likely to increase in the future, particularly as the degree of regulation increases, our business grows, and our geographic scope expands. Further, the impact of these laws and regulations may disproportionately affect our business in comparison to our peers in the technology sector that have greater resources. Any failure on our part to comply with these laws and regulations may subject us to significant liabilities or penalties, or otherwise adversely affect our business, financial condition or operating results. We are also subject to U. S. federal and state and foreign laws and regulations regarding privacy and data protection, including with respect to the storage, sharing, use, processing,

transfer, disclosure, and protection of personal data. For example, the California Consumer Privacy Act (the “CCPA”) went into effect on January 1, 2020. The CCPA requires covered companies to, among other things, provide new disclosures to California consumers, and afford such consumers new abilities to opt- out of the sale of personal information. Additionally, the California Privacy Rights Act (the “CPRA”) went into effect on January 1, 2023 and, among other things, gives California residents the ability to limit the use of their sensitive information, provides for penalties for CPRA violations concerning California residents under the age of 16, and establishes a new agency to implement and enforce the law. The CPRA significantly ~~modifies~~ **modified** the CCPA, potentially resulting in further uncertainty and requiring us to incur additional costs and expenses in an effort to comply. The CCPA has prompted similar legislative developments in other states. For example, Virginia, Colorado, Utah ~~and~~ Connecticut have adopted legislation similar to the CCPA that became effective in 2023, Texas, Montana, Oregon ~~and~~ Florida have adopted such legislation that ~~will become~~ **became** effective in 2024, Delaware, Iowa **Maryland, Minnesota, Nebraska, New Hampshire**, New Jersey ~~and~~ Tennessee have adopted such legislation that will become effective in 2025, and Indiana ~~has~~ **Kentucky and Rhode Island have** adopted such legislation that will become effective in 2026. Broad federal privacy legislation has also been proposed. The potential effects of new and evolving legislation relating to privacy, data security, and data protection are far- reaching, create the potential for a patchwork of overlapping but different laws, and may require us to modify practices and policies, incur substantial costs and expenses in an effort to comply, or restrict our operations. We take a variety of technical and organizational security measures and other measures designed to protect our data, including data pertaining to our employees, Customer Partners, Service Providers and Consumers. Despite measures we put in place, we may be unable to anticipate or prevent unauthorized access to such data. Non- compliance with any applicable laws and regulations could result in penalties or significant legal liability. Further, even the perception of such noncompliance may result in reputational damage, and our business may be seriously harmed. Although we take reasonable efforts to comply with all applicable laws and regulations, there can be no assurance that we will not be subject to regulatory action, including fines, in the event of an incident. We or our Service Providers could be adversely affected if legislation or regulations are expanded to require changes in our or our Service Providers’ business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our or our Service Providers’ business, results of operations or financial condition. For additional information, please see the section titled “Risk Factors — Legal and Regulatory Risks — Failure to comply with laws and regulations relating to privacy, data protection, cybersecurity, advertising ~~and~~ consumer protection, or the expansion of current or the enactment of new laws or regulations relating to such matters, could adversely affect our business, financial condition ~~and~~ results of operations.”

~~Corporate Information Incorporated~~ **Information Incorporated** Information Incorporated in 2013, we have devoted substantial capital resources to development and we have incurred losses since inception. Our headquarters and principal executive offices are located at 8609 Westwood Center Drive, Suite 810, Vienna, VA 22182, telephone (571) 350- 3600. Our website address is: www.geturgently.com. The contents of our website are not deemed to be incorporated by reference into this Annual Report on Form 10- K. Available ~~Information~~ **Information Our** Our Annual Report on Form 10- K, Quarterly Reports on Form 10- Q, Current Reports on Form 8- K, and amendments to reports filed pursuant to Sections 13 (a) and 15 (d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are filed with the ~~Securities and Exchange Commission (“SEC”)~~. Such reports and other information filed by us with the SEC are available free of charge on our website at <https://investors.geturgently.com> ~~when such reports are available on the SEC’s website~~. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The information contained on the websites referenced in this Annual Report on Form 10- K is not incorporated by reference into this filing. Further, our references to website URLs are intended to be inactive textual references only. We announce material information to the public through filings with the SEC, the investor relations page on our website, press releases, public conference calls and webcasts in order to achieve broad, non- exclusionary distribution of information to the public and for complying with our disclosure obligations under Regulation FD. We encourage investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels. Any updates to the list of disclosure channels through which we will announce information will be posted on the investor relations page on our website.

Item 1A. Risk Factors. Risk Factor ~~Summary~~ **Summary Our** Our business is subject to numerous risks and uncertainties that you should fully consider before investing in our ~~company~~ **Company**, as fully described below. The following is a summary of the principal risks we face:

- If we fail to retain existing Customer Partners and acquire new Customer Partners, or fail to do so in a cost- effective manner, we may be unable to improve margins and achieve profitability and our business, financial condition and results of operations may be adversely affected;
- We face significant competition in the roadside assistance and mobility assistance industries and may be unsuccessful in maintaining and growing our market position against current and future competitors, which could adversely affect our business, financial condition and results of operations;
- We have a history of losses and may continue to generate operating losses for the foreseeable future;
- We may require additional capital, which may not be available on acceptable terms or at all;
- We are substantially dependent on a limited number of Customer Partners;
- **If Customer Partners terminate or do not renew their service contracts with us or reduce their use of our platform, our revenue will decline and our business, operating results and financial condition could be adversely affected;**
- Our failure or the failure of our third- party service providers to protect our website, networks and systems against cybersecurity incidents, or otherwise to protect our confidential information or that of our Consumers, Customer Partners and Service Providers, could damage our reputation and brand and adversely affect our business, financial condition ~~and~~ results of operations;
- If we are unable to successfully implement AI on our platform, our business, financial condition and results of operations could be adversely affected;
- We rely on ~~Amazon Web Services (“AWS”)~~ to deliver our platform to Consumers, and any disruption of, or interference with, our use of AWS could adversely affect our business, financial condition and results of operations ~~;~~ **If Customer Partners terminate or do not renew their service contracts with us or reduce their use of our platform, our revenue will decline and our business, operating results and financial condition**

~~could be adversely affected~~; • If Customer Partners do not expand their use of our platform beyond their current roadside solutions, our ability to grow our business, financial condition and results of operations could be adversely affected; • We face risks related to successfully optimizing and operating our network of Service Providers and call center operations; • For the years ended December 31, **2024 and 2023**, ~~2022 and 2021~~, our independent registered public accounting firm included an explanatory paragraph relating to our ability to continue as a going concern in its report on our audited financial statements; • We ~~previously have~~ **identified a material weakness** ~~weaknesses~~ in our internal controls over financial reporting. If we **are unable to remediate these material weaknesses, or if we experience additional material weaknesses in the future or otherwise** are unable to develop and maintain an effective system of internal controls and procedures required by Section 404 (a) of the Sarbanes- Oxley Act of 2002 (the “ Sarbanes- Oxley Act ”), we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our stock price, business and operating results; • Our ~~recent~~ **historical** growth rates may not be sustainable or indicative of our future growth and we may not be able to successfully manage the challenges to our future growth; • If we are unable to address the service requirements of **EVs** ~~our current and future Consumers~~, our business, financial condition and results of operations could be adversely affected; • Failure to offer high- quality Consumer support may harm our relationships with Consumers and Customer Partners, and could adversely affect our reputation, brand, business, financial condition and results of operations; • Our expansion into new roadside assistance solutions, Customer Partners and Service Providers, technologies and geographic regions subjects us to additional risks; • Our ability to provide connected vehicle services will depend on our ability to access data from external providers at reasonable terms and prices. Our data providers might restrict the use of, or refuse to license, data, which could lead to our inability to access certain data or provide certain services and, as a result, materially and adversely affect our operating results and financial condition; • If we are unable to maintain existing relationships with insurance companies or establish new relationships with insurance companies, our business, results of operations, financial condition and growth potential could be adversely affected; • Our limited operating history and evolving business model ~~makes~~ **make** it difficult to evaluate our future prospects and the risks and challenges we may encounter; • We have a rapidly evolving business model, which, in a similarly rapidly evolving industry, ~~subject~~ **subjects** us to increased risks that could adversely affect our business, financial condition and results of operations; • Our sales cycle with Customer Partners may be lengthy and variable, which may make it difficult for us to forecast revenue and other operating results; • We may need to change our pricing model for our platform’ s offerings, which in turn could adversely affect our business, financial condition and results of operations; • We and our Service Providers may face difficulties in meeting labor needs, which could adversely impact our business, financial condition and results of operations; • Adverse economic conditions or reduced automotive usage may adversely affect our business, financial condition and results of operations; • The loss of key senior management personnel or the failure to hire and retain highly skilled and other key personnel could adversely affect our business, financial condition and results of operations; • Our management team has limited experience managing a public company; • We may be unable to accurately forecast demand for mobility assistance services and appropriately plan our expenses in the future; • Weather events, natural disasters and other events beyond our control could adversely affect our business; • The terms of our existing Loan Agreements require us to meet certain operating and financial covenants and place restrictions on our operating and financial flexibility. If we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business; • We have in the past defaulted on certain financial, reporting and other covenants under ~~each~~ **our outstanding Loan-loan Agreement agreements**. While we have to date been successful in obtaining compliance waivers with respect to such covenant defaults, we may not be able to do so in the future on terms advantageous to us or at all; • Service Providers that have not complied with our insurance, licensure and other requirements may subject us to a number of risks; • We rely on unpatented proprietary technology, trade secrets, processes and know- how; • ~~We may be unable to integrate successfully and realize the anticipated benefits of the Merger~~; • The requirements of being a public company may strain our resources, divert management’ s attention and affect our ability to attract and retain qualified board members; • ~~As a private company, we had not endeavored to establish and maintain a public- company- quality internal control over financial reporting. If we fail to establish and maintain proper and effective internal control over financial reporting as a public company, our ability to produce accurate and timely financial statements could be impaired, investors may lose confidence in our financial reporting and the trading price of our Common Stock may decline~~; • We will **have incurred and will continue to** incur increased costs and obligations as a result of being a public company; ~~and~~ • Our stock price may be volatile and may decline regardless of our operating performance ; ~~and~~ • **We may fail to continue to meet the listing standards of Nasdaq, and as a result our Common Stock may be delisted, which could have a material adverse effect on the liquidity and trading price of our Common Stock and on our ability to raise capital, and other adverse consequences**. Risks Related to Our Business and Industry If we fail to retain existing Customer Partners and acquire new Customer Partners, or fail to do so in a cost- effective manner, we may be unable to improve margins and achieve profitability and our business, financial condition and results of operations may be adversely affected. Our success depends on our ability to retain existing Customer Partners and acquire new Customer Partners and to do so in a cost- effective manner. Our ability to grow our revenue depends on our ability to maintain relationships with current Customer Partners and attract new Customer Partners. We may be unsuccessful in future attempts to establish and maintain relationships with Customer Partners, including as a result of ~~the~~ **our higher prices- price of our services**, our financial position ~~and~~, Customer Partners ~~hesitancy around~~ **’ perception of** our ability to provide ~~our the necessary roadside~~ services at scale **and changes in strategy by our existing Customer Partners with respect to the services they offer their customers, among others**. If we are unable to maintain relationships with current Customer Partners and attract new Customer Partners, our business, results of operations and financial condition would be significantly harmed, and we may fail to capture a material portion of the mobility services assistance market opportunity. In order to expand our Customer Partners base, we must appeal to, and acquire, new Customer Partners, some of which have historically purchased their roadside assistance from legacy roadside service providers, ~~the~~

websites of our digital competitors, other third- party mobility assistance service providers, or our Service Providers' websites directly. We have made significant investments related to Customer Partner acquisition and expect to continue to spend significant amounts of capital to acquire additional Customer Partners. We cannot assure you that the total revenue from any new Customer Partners that we acquire will ultimately exceed the cost of acquiring those Customer Partners. If we fail to deliver and market a robust product and service selection that matches Consumer preferences, or if our existing and potential Customer Partners do not perceive the products and services we offer to be of high value and quality, we may be unable to retain our existing Customer Partners or acquire new Customer Partners. If we are unable to retain or acquire Customer Partners who subscribe to services offered on our platform in volumes sufficient to grow our business, we may be unable to generate the scale necessary to achieve operational efficiency and drive beneficial network effects with our Service Providers. Consequently, our prices may increase, or may not decrease to levels sufficient to generate Customer Partners interest, and total revenue may decrease and margins and profitability may decline or not improve. As a result, our business, financial condition and results of operations could be adversely affected. We face significant competition in the roadside assistance and mobility assistance industries and may be unsuccessful in maintaining and growing our market position against current and future competitors, which could adversely affect our business, financial condition and results of operations. The market for roadside assistance and the growing market for mobility assistance is highly competitive, rapidly evolving and fragmented, and is subject to rapid changes, including as a result of technological developments, vehicle requirements, Customer Partner requirements, Service Provider network capabilities, and industry standards. If we fail to keep up with such rapid changes and the evolving needs of our ecosystem participants, or if we fail to otherwise positively differentiate our product offerings or platform experience from our competitors, our business, financial condition and results of operations could be adversely affected. We primarily compete with legacy roadside assistance providers, including large motor clubs, smaller and emerging providers of roadside assistance services, and technologically- driven platforms offering mobility assistance services. A number of companies have developed or are developing products and services that compete with some or all of our products or have functionalities similar to those of our platform. Our competitors may also engage in more extensive research and development efforts, undertake more far- reaching marketing campaigns, or adopt more aggressive partnerships and pricing strategies, including but not limited to predatory pricing policies and the provision of substantial discounts. These factors may allow our competitors to build or maintain larger customer bases, derive greater revenue and profits from their existing customer base, retain and acquire customers at lower costs, or respond more quickly than we can to new or emerging technologies and changes in Consumer preferences or habits. In addition, we currently compete and may compete in the future for partnerships with large OEM, fleet management, automotive insurance, ride hailing and other companies in the automotive industry. We believe that companies in the automotive and adjacent industries with a combination of technical expertise, brand recognition and financial resources may pose a significant threat of developing competing mobility assistance capabilities. Our competitors may also be better capitalized or better positioned to acquire, invest in or partner with other recognized brands. Additionally, some of our competitors offer competing services, and they may devote greater resources than we have available, have a more accelerated time frame for deployment and leverage their existing customer base and proprietary technologies to provide services or a user experience that Consumers may view as superior. If we are unable to offer, develop and innovate new features, technology, products and services, or if we are unable to monetize new features and services in a timely manner, we may lose our position in the market. Our ability to maintain our competitive advantage depends on a number of factors, including: • platform functionality, including dispatch agility, flexibility and performance at scale; • consistency of Consumer experience; • Consumer safety, transparency, and security; • algorithmic dispatching to ensure the best Service Provider for each job; • rich data and analytics; • Service Provider response time; • digital engagement paths; • **Customer Partner acquisition and retention**; • our ability to address a variety of evolving Customer Partner and Consumer needs, requirements and use cases; and • brand awareness and reputation. Adverse developments with respect to one or more of the foregoing factors could adversely affect our business, financial condition and results of operations. We have a history of losses and may continue to generate operating losses for the foreseeable future. We incurred operating losses of \$ **27.2 million and \$ 46.1 million**, \$ **53.6 million and \$ 49.8 million** during the fiscal years ended December 31, **2024 and 2023**, ~~2022 and 2021~~, respectively, and, as of December 31, **2023-2024**, we had an accumulated deficit of \$ **154.198** . 8 million. We expect our losses to continue as we continue to make investments to grow our business and operate as a public company. We expect to incur significant additional legal, accounting and other expenses as a newly public company and as we invest in expanding our general and administrative infrastructure. We have invested, and expect to continue to invest, substantial financial and other resources in developing our platform, including expanding platform offerings, broadening our service provider network, developing or acquiring new platform features and services, including our merger with Otonomo and expenses associated with integrating Otonomo' s legacy business into our platform, expanding into new markets and geographies, and increasing sales efforts. These expenditures make achieving and maintaining profitability more difficult, and these efforts may also be more costly than we expect and may not result in increased revenue or growth in our business. Any failure to increase revenue sufficiently to keep pace with investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow on a consistent basis. As a result, we can provide no assurance as to whether or when we will achieve profitability, and we may be unable to continue as a going concern. As a result, the value of our Common Stock could decline significantly and you could lose some or all of your investment. See " Risk Factors — Risks Related to Our Business and Industry — For the years ended December 31, **2024 and 2023**, ~~2022 and 2021~~, our independent registered public accounting firm included an explanatory paragraph relating to our ability to continue as a going concern in its report on our audited financial statements. " We may require additional capital, which may not be available on acceptable terms or at all. We cannot guarantee that our business will generate sufficient cash flow from operations to fund our capital investment requirements or other liquidity needs. To support our growing business, we must have sufficient capital to continue to make significant investments in our platform and scale our ability to support our customers. We intend to continue to make investments to support

our business and may require additional funds. In particular, we may seek additional funding to support ongoing operations, to undertake capital expenditures or to undertake any acquisitions or other merger transactions. We cannot be certain that additional financing will be available to us on favorable terms, or at all. Accordingly, we may need to engage in additional equity or debt financings to secure additional funds. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests and the market price of our Common Stock could decline. Additionally, any new equity securities we issue could have rights, preferences and privileges superior to those of holders of Common Stock. If we engage in additional debt financing, the holders of such debt may have payment priority over the holders of Common Stock, and we may be required to accept terms that restrict our operations or our ability to incur additional indebtedness or to take other actions that would otherwise be in the interests of the debt holders. This could also make it difficult for us to obtain additional capital and to pursue business opportunities. Any of the above could adversely affect our business, financial condition and results of operations. Additionally, if we are unable to obtain adequate financing on satisfactory terms when required, our ability to continue to support our business growth and respond to business challenges could be significantly limited, which could adversely affect our business, financial condition and results of operations. Disruptions or declines in the global capital markets and / or a decline in our financial performance, outlook, or credit ratings (or other factors of creditworthiness) could cause us to incur higher borrowing costs and experience greater difficulty accessing public and private markets for debt. There can be no assurance that our liquidity will not be affected by changes in the financial markets and the global economy or that our capital resources will at all times be sufficient to satisfy our liquidity needs. Our inability to raise financing, on reasonable terms or at all, may adversely affect our ability to fund operations, meet contractual commitments, make future investments or desirable acquisitions, or respond to competitive challenges and may have a material adverse effect upon our business, financial condition, results of operations or prospects. We are substantially dependent on a limited number of Customer Partners. Our customer base is concentrated with our top Customer Partners representing **49 % and 64 % and 69 %** of our revenue for the years ended December 31, **2024 and 2023 and 2022**, respectively, with **two and three and four** Customer Partners each accounting for over 10 % of our revenue for the years ended December 31, **2024 and 2023 and 2022**, respectively. Most of our significant Customer Partners are able to terminate their agreements with us for convenience on limited notice. **For example**, and in January 2024, one of these Customer Partners, accounting for approximately 25 % of our revenue in 2023, did not renew its agreement with us when ~~their~~**its** existing contract expired by its terms on January 31, 2024. Additionally, most of our agreements with Customer Partners are non-exclusive and do not generally include guaranteed volume or revenue achievement during the contract period. If we were to lose any other significant Customer Partners, or experience further reduced volume from any of our significant Customer Partners, our business, financial condition and results of operations could be adversely affected. Our reliance upon a limited number of Customer Partners may also be exacerbated by factors beyond our control, including the consolidation of Customer Partners, changes in the mandates for technologies or solutions provided by Customer Partners to Consumers, changes in demand for our solutions, selection by our Customer Partners of our competitors, Customer Partner bankruptcies ~~or~~, pricing competition **or changes in strategy by our existing Customer Partners with respect to the services they offer their customers. For example, in October 2024, we were informed that another Customer Partner, a top five global OEM that accounted for less than 5 % of our revenue in 2024, shifted strategy and would no longer provide mobile technical support using our software resulting in a contract winddown in December 2024.** Any of ~~these~~**the** factors **above** may result in increased dependence on fewer Customer Partners, which could adversely affect our business, financial condition and results of operations. If we were to lose any of our significant Customer Partners, or experience reduced volume from any of our significant Customer Partners, revenue could decline and our business and results of operations could be materially and adversely affected. These negative effects could be exacerbated by consolidation of Customer Partners, changes in the mandates for technologies or solutions provided by Customer Partners to Consumers, changes in demand for our solutions, selection by our Customer Partners of our competitors, Customer Partner bankruptcies or pricing competition, any one of which may result in even fewer Customer Partners accounting for a large percentage of our revenue. **terminate or** do not renew their service contracts with us or reduce their use of our platform, our revenue will decline and our business, operating results and financial condition could be adversely affected. The initial terms of our service contracts with Customer Partners are typically three years, often on a non-exclusive basis, and are terminable by either party on 90 days' advance written notice ~~including for convenience~~. Our service contracts with Customer Partners also do not generally include guaranteed volume or revenue achievement during the contract period, and our Customer Partners have no obligation to renew their contract following expiration. **For example, in January 2024 one of our Customer Partners, accounting for approximately 25 % of our revenue in 2023, did not renew its agreement with us when their existing contract expired by its terms on January 31, 2024.** In some cases, the contracts automatically renew (with each party having the option to elect not to renew), but in circumstances where that is not the case, our Customer Partners may unilaterally elect not to renew, may seek to renew for lower service pricing or for shorter contract lengths, or may choose to renew for the same or fewer roadside solutions over time. ~~See~~**We** **Further, most of our Customer Partners** are substantially dependent **able to terminate their agreements with us for convenience** on a limited **notice** number of Customer Partners." ~~above~~. As a result, there can be no assurance that our existing Customer Partners will maintain or renew our service contracts, or that future service contracts with existing Customer Partners will include the same package of roadside solutions. Even if Customer Partners do not terminate their agreements, there can be no assurance that Customer Partners will not reduce their use of our platform, which could negatively impact our business and results of operations. Our renewal rates may decline or fluctuate as a result of a number of factors, including, among others, leadership changes within our Customer Partners resulting in loss of sponsorship, limited Customer Partner resources, ~~Customer Partner bankruptcies~~, pricing changes by us or our competitors, **and** Consumer satisfaction with our platform, procurement or budgetary decisions **and changes in strategy by our existing Customer Partners with respect to the services they offer their customers**. Deteriorating general economic conditions including, among other things, inflationary

pressure, supply chain challenges, including as a result of the imposition of higher tariffs on imports from various countries as well as retaliatory tariffs imposed by other countries, and the impacts of increased interest rates, impact the affordability of buying a car for the average Consumer. Any reduction in vehicular sales may negatively impact Customer Partners' financial condition and their willingness to renew or maintain contracts with us. ~~If we were to lose Customer Partners as a result of Customer Partner insolvency or other factors beyond our control, our revenue could decline and our business and results of operations could be materially and adversely affected.~~ Additionally, OEMs, automotive insurance companies and other Customer Partners typically require potential mobility assistance providers to participate in a competitive request for proposal ("RFP") process at the end of each contract term. If we fail to consistently win renewals of existing Customer Partner business, our business, financial condition and results of operations could be materially and adversely affected. To the extent our base of Customer Partners ~~continues to grow~~ ~~grows~~ ~~grow~~ in the future, contract renewals, including the selection of additional roadside solutions, by renewing Customer Partners will become **an increasingly important part of our results. If our Customer Partners terminate or do not renew their service contracts, or decrease the amount they spend, revenue will decline and our business will be harmed. If Customer Partners** Our failure or the failure of our third-party service providers to protect our website, networks and systems against cybersecurity incidents, or otherwise to protect our confidential information or that of our Consumers, Customer Partners and Service Providers, could damage our reputation and brand and adversely affect our business, financial condition, and results of operations. Our business involves the collection, storage, transmission and other processing of certain personal data and other sensitive and proprietary data of our Customer Partners, Service Providers and Consumers. Additionally, we maintain sensitive and proprietary information relating to our business, such as our own proprietary information and personal data relating to our employees. Although we have developed systems and processes that are designed to protect the personal data of our Customer Partners, Service Providers and Consumers that utilize our platform and our other proprietary and confidential information, protect our systems, prevent data loss, and prevent other security breaches and security incidents, we cannot guarantee ~~security in the future~~ **that such systems and processes have been or will be effective**. The IT and infrastructure used in our business may be vulnerable to breakdowns, disruptions, and cyberattacks or security breaches and incidents from various sources, including inadvertent or intentional actions by our employees, contractors, and / or other third parties, or from cyber-attacks by malicious third parties (including supply chain cyber-attacks or the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information), which may compromise our system infrastructure or lead to the loss, destruction, alteration, **disclosure, unavailability, or dissemination of**, prevention of access to, ~~disclosure, or dissemination of~~, or damage or unauthorized access to or other processing of, our data (including trade secrets or other confidential information, intellectual property, proprietary business information, and personal information) or data that is processed or maintained on our behalf, including personal data and other sensitive and proprietary data of our Customer Partners, Service Providers, Consumers, employees' personal data, or other sensitive and proprietary data, accessible through those systems. Employee error, malfeasance, or other errors in the storage, use, or transmission of any of these types of data could result in an actual or perceived privacy **violation** or security breach or other security incident. Although we have policies restricting access to ~~the~~ personal information we store, these policies may not be effective in all cases. Geopolitical conflicts and other events may increase the cybersecurity risks we and our Service Providers face. We also have incorporated, and may continue to incorporate, AI technologies into our platform and otherwise in our business, which may result in security incidents or otherwise increase cybersecurity risks. Further, AI technologies may be used in connection with certain cybersecurity attacks, resulting in heightened risks of security breaches and incidents. Any ~~breach of~~ privacy **violation**, or any **disruption or** security breach, ~~disruption or other incidents~~ **incident**, could interrupt our operations, result in our platform being disrupted or unavailable, result in loss of or improper access to, **prevention of access to**, or acquisition, modification, unavailability, disclosure, or other processing of, data, and result in fraudulent transfer of funds. Further, any such incident **or other matter**, or the perception it has occurred, could harm our reputation, brand, and competitive position, damage our relationships with third-party partners, and result in claims, demands, and litigation, regulatory investigations and proceedings, and significant legal, regulatory, and financial exposure, including ongoing monitoring by regulators, and any such incidents or any perception that our security measures are inadequate could lead to loss of Customer Partner, Service Provider or Consumer confidence in, or decreased use of, our platform, any of which could adversely affect our business, financial condition and results of operations. Any actual or perceived **privacy violation, security** ~~breach of privacy or security~~, or other security incident, impacting any entities with which we share or disclose data or that otherwise process data on our behalf (including, for example, our third-party technology providers and our Service Providers) could have similar effects. Further, any cyberattacks or actual or perceived **privacy violations or** security ~~or privacy~~ breaches or other incidents directed at, or suffered by, our competitors could reduce confidence in the industry as a whole and, as a result, reduce confidence in us. We also expect to incur significant costs in an effort to detect and prevent ~~privacy and~~ security breaches and other privacy- and security-related incidents, and we may face increased costs and requirements to expend substantial resources in the event of an actual or perceived privacy **violation** or security breach or ~~other~~ incident. Additionally, defending against claims or litigation based on any security breach or incident, regardless of their merit, could be costly and divert management's attention. We cannot be certain that our insurance coverage will be adequate for data handling or data security costs or liabilities actually incurred, that insurance will continue to be available to us on commercially reasonable terms or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our reputation, brand, business, financial condition, and results of operations. If we are unable to successfully implement AI on our platform, our business, financial condition and results of operations could be adversely affected. We have incorporated and may continue to incorporate additional AI technology into our platform and

otherwise within our business, and AI technology may become more important to our operations or to our future growth over time. We expect to rely on AI to help drive future growth in our business, but there can be no assurance that we will realize the desired or anticipated benefits from our use of AI technology or at all. We may also fail to properly implement or market our use of AI technology. Our competitors or other third parties may incorporate AI technology into their products, offerings, and solutions more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, our use of AI technology may expose us to additional claims, demands, and proceedings by private parties and regulatory authorities and subject us to legal liability as well as brand and reputational harm. For example, if the outputs that our AI technology assists in producing are or are alleged to be deficient, inaccurate, or biased, or if such outputs or their development or deployment, including the collection, use, or other processing of data used to train or create such AI technology, are held or alleged to infringe upon or to have misappropriated third-party intellectual property rights or to violate applicable laws, regulations, or other actual or asserted legal obligations to which we are or may become subject, our business, operating results, financial condition, and growth prospects could be adversely affected. The legal, regulatory, and policy environments around AI technology are evolving rapidly, and we may become subject to new and evolving legal and other obligations. **For example, in the EU, the Artificial Intelligence Act imposes a regulatory framework for the companies' development and use of AI systems, and numerous state laws have been proposed, and in certain cases enacted, in the United States regulating aspects of the development and use of AI systems.** These and other developments may require us to make significant changes to our use of AI technology, including by limiting or restricting our use of AI technology, and which may require us to make significant changes to our policies and practices, which may necessitate expenditure of significant time, expense, and other resources, the use of AI technology also presents emerging ethical issues that could harm our reputation and business if our use of AI technology becomes controversial. We rely on AWS to deliver our platform to Consumers, and any disruption of, or interference with, our use of AWS could adversely affect our business, financial condition and results of operations. Our Consumers need to be able to access our platform at any time, without interruption or degradation of performance. Our platform depends, in part, on the virtual cloud infrastructure hosted by AWS. Although we have disaster recovery plans that utilize multiple AWS locations, any incident affecting their infrastructure that may be caused by fire, flood, severe storm, earthquake or other natural disasters, power loss, telecommunications failures, cyber-attacks, terrorist or other attacks, and other similar events beyond our control, could adversely affect our cloud-native platform. Additionally, AWS may experience threats or attacks from computer malware, ransomware, viruses, social engineering (including phishing attacks), denial of service or other attacks, employee theft or misuse and general hacking have become more prevalent, particularly against cloud-native services and vendors of security solutions. Any of these security incidents could result in unauthorized access to, damage to, disablement or encryption of, use or misuse of, disclosure of, modification of, **loss or** destruction of, or **loss-other unauthorized processing** of our data or Consumers' data or disrupt our ability to provide our platform or service. A prolonged AWS service disruption affecting our cloud-native platform for any of the foregoing reasons could interrupt or degrade the performance of our platform and adversely impact our ability to serve Consumers and could damage our reputation with current and potential Customer Partners and Consumers, expose us to liability, result in substantial costs for remediation, cause us to lose Customer Partners, or otherwise harm our business, financial condition, or results of operations. We may also incur significant costs for using alternative hosting sources or taking other actions in preparation for, or in reaction to, events that damage the AWS services we use. We have entered into AWS' s standard **twelve 12**- month contract. In the event that our AWS contract is terminated, or there is a lapse of service, elimination of AWS services or features that we utilize, or damage to such facilities, we could experience interruptions in access to our platform as well as significant delays and additional expense in arranging for or creating new facilities or re-architecting our platform for deployment on a different cloud infrastructure service provider, which would adversely affect our business, financial condition, and results of operations. If Customer Partners **terminate or do not renew their service.....** will be harmed. If Customer Partners do not expand their use of our platform beyond their current roadside solutions, our ability to grow our business, financial condition and results of operations could be adversely affected. Our ability to grow our business depends in part on our ability to encourage current and future Customer Partners to subscribe to higher priced services, expand into packages with more extensive features, or to purchase greater capacity. If we fail to achieve market acceptance of our pricing and new features, or if a competitor establishes a more widely adopted, less expensive platform, our business, financial condition and results of operations could be adversely affected. We face risks related to successfully optimizing and operating our network of Service Providers and call center operations. Our failures to adequately forecast Consumer demand or otherwise optimize and operate our network of Service Providers successfully could result in excess or insufficient Service Provider availability, increased costs and impairment charges, any of which could adversely affect our business, financial condition and results of operations. As we continue to add Service Provider capability and offer new services with different requirements, our network of Service Providers will become increasingly complex and challenging to operate. There can be no assurance that we will be able to operate our network effectively. Our ability to optimize and operate our Service Provider network may also be limited by the working capital deficit that we have maintained since inception. If we are unable to pay our Service Providers in a timely fashion for completed jobs as a result of the mismatch between the billing cycles for our Customer Partners and Service Providers, we may lose participation by Service Providers on our platform, which could adversely affect our business, financial condition and results of operations. During periods of high Consumer demand, or in geographical regions with fewer participating Service Providers, we may be required to fulfill requests from Consumers by leaving our network of Service Providers to source roadside assistance. Leaving our network of Service Providers is both time consuming and costly because an out- of- network job is sourced by our call centers, and we absorb any incremental out- of- network costs resulting from pricing negotiations with the prospective roadside assistance provider. We are also unable to implement our typical screening criteria and procedures when sourcing out- of- network roadside assistance providers, which may expose us to additional risks. We are also dependent

on digital dispatch vendors to connect Service Providers with requesting Consumers. Our agreements with these vendors are non-exclusive and subject to renewal by the vendor. Digital dispatch vendors could decide to stop working with us, modify their agreement terms in a cost prohibitive manner during renewal negotiations or enter into exclusive or more favorable relationships with our competitors. In addition, acquisitions of digital dispatch vendors by competitors could result in a reduction in our volume capacity and / or geographic reach, as these vendors may no longer facilitate the connection of our Service Providers to Consumers. The loss of any digital dispatch vendors would affect our ability to process service requests, and if we are unable to replace these vendors for any reason, our revenue could decline and our business, financial condition and results of operations could be adversely affected. In addition, we may be unable to adequately staff our customer service support call centers as the business expands. Currently, our customer service support call centers are located in Belize and Canada, Colombia, Jamaica and virtually domestically the United States. During periods of limited platform outage outages our call centers have had to manually dispatch Service Providers. In the future, our call centers may be unable to handle manually dispatching Service Providers in an efficient and cost-effective way, which could impact Customer Partner and Consumer satisfaction levels with our services. Also, as we grow, optimizing call center operations may become both more challenging and more expensive. Any reduction in Customer Partner or Consumer satisfaction levels with our services as a result of our call center operations could adversely affect our business, financial condition and results of operations. For the years ended December 31, 2024 and 2023 ; 2022 and 2021, our independent registered public accounting firm included an explanatory paragraph relating to our ability to continue as a going concern in its report on our audited financial statements. The report from our independent registered public accounting firm for the years ended December 31, 2024 and 2023 ; 2022 and 2021 included an explanatory paragraph stating that we have incurred losses from operations since inception, have a net capital deficiency and are dependent on debt and equity financing to fund operating shortfalls, raising substantial doubt about our ability to continue as a going concern. Our audited financial statements for the years ended December 31, 2024 and 2023 ; 2022 and 2021 do not include any adjustments that may result from the outcome of this uncertainty. Future reports from our independent registered public accounting firm could contain statements expressing substantial doubt about our ability to continue as a going concern. If there remains substantial doubt about our ability to continue as a going concern, investors or other financing sources may be unwilling to provide additional funding to us on commercially reasonable terms, or at all, and our business may be harmed. If we are unable to continue as a going concern, we may have to liquidate our assets and may receive less than the value at which those assets are carried on our audited financial statements, and it is likely that investors would lose part or all of their investment. We previously have identified a material weakness weaknesses in our internal controls over financial reporting. If we are unable to remediate these material weaknesses, or if we experience additional material weaknesses in the future or otherwise are unable to develop and maintain an effective system of internal controls and procedures required by Section 404 (a) of the Sarbanes- Oxley Act, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our stock price, business and operating results. Effective internal controls over financial reporting is necessary for us to provide reliable financial reports in a timely manner. Our management is responsible In connection with the audit of our financial statements for establishing the years ended December 31, 2023, 2022 and maintaining adequate 2021, management identified one material weakness in our internal control over financial reporting that has not been remediated and for evaluating and reporting on the effectiveness of our system of internal control. As a public company, we are required, pursuant to Section 404 of the Sarbanes- Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The In addition 404 of the Sarbanes- Oxley Act, our independent registered public accounting firm will be required to attest to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for in our first annual reports- report required to be on Form 10- K that we will file filed with the SEC following beginning with our second Annual Report on Form 10- K. Our independent registered public accounting firm is not required to formally attest to the date effectiveness of internal control over financial reporting until after we are no longer an "emerging growth company." At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed, or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could adversely affect our business, financial condition ; and results of operations, and could cause a decline in the market price of our Common Stock. In connection with our year- end assessment of internal control over financial reporting, we determined that, as of December 31, 2024, we did not maintain effective internal control over reporting because of (i) a material weakness is identified in connection with the audit of our financial statements for the year ended December 31, 2024 related to the design and maintenance of effective control over IT general controls for information systems and user privileges related to the applications relevant to the preparation of our consolidated financial statements and (ii) a previously- lack of evidence of segregation of duties within the accounting and finance function. In order to address the identified material weakness related to a lack of evidence of segregation of duties within the accounting and finance function. For further discussion of the material weaknesses identified and our remedial efforts, we see Item 9A, " Controls and Procedures" of this Annual Report on Form 10- K. These material weaknesses could result in material misstatements of our financial statement account balances or disclosures of our annual or interim financial statements that would not be prevented or detected. We are committed to undertaking efforts to remediate the material weakness identified in connection with the audit of our financial statements for the year ended December 31, 2024 as promptly as possible, and management is in the process of increasing implementing a remediation plan; however,

there can be no assurance as to when this material weakness will be remediated or that additional material weaknesses will not arise in the future. Additionally, in order to address the previously- identified material weakness, we have increased resources within our finance department, including the expansion- expanding of our accounting, control and compliance functions to develop and implement continued improvements and enhancements to address the overall deficiencies that led to the- this material weakness. Our management believes that these actions will enable us to address the- this material weakness that was identified in a timely manner- and maintain a properly designed and effective system of internal control over financial reporting and provide appropriate segregation of duties. However, these- remediation measures may be time consuming and costly and there is no assurance that these- our initiatives will ultimately have the intended effects. We plan to continue to assess our internal controls and procedures and intend to take further action as necessary or appropriate to address any other matters we identify. We cannot assure you that the measures we has- have taken to date and may take in the future, will be sufficient to remediate the control deficiencies that led to our material weakness- weaknesses in internal control over financial reporting or that these measures will prevent or avoid potential future material weaknesses. The effectiveness of our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the possibility of human error and the risk of fraud. If we are unable to remediate our current material weakness- weaknesses or any material weaknesses in the future, our ability to record, process and report financial information accurately, and to prepare financial statements within the time periods specified by the forms of the SEC, could be adversely affected which, in turn, may adversely affect our reputation and business and the market price of our Common Stock. In addition, to comply with the requirements of being a reporting company under the Exchange Act, the Sarbanes- Oxley Act and any complex accounting rules in the future, we may need to upgrade our legacy information technology systems, implement additional financial and management controls, reporting systems and procedures, and hire additional accounting and finance staff. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any such failures could result in litigation or regulatory actions by the SEC or other regulatory authorities, loss of investor confidence, delisting of our securities and harm to our reputation and financial condition, or diversion of financial and management resources from the operation of our business. In addition, it is possible that control deficiencies could be identified in the future by our management or our independent registered public accounting firm or may occur without being identified. Such a failure could result in regulatory scrutiny and cause investors to lose confidence in our reported financial condition, lead to a default under future indebtedness and otherwise have a material adverse effect on our business, financial condition, cash flow or results of operations. As a public company, we are required, pursuant to Section 404 of the Sarbanes- Oxley Act to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for annual reports on Form 10- K that we will file with the SEC beginning with our second Annual Report on Form 10- K. Future assessments will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. Eventually, it is possible that our independent registered public accounting firm will also be required to audit the effectiveness of our internal control over financial reporting in future annual reports on Form 10- K to be filed with the SEC. We are also required to disclose changes made to our internal control over financial reporting on a quarterly basis. Failure to comply with the Sarbanes- Oxley Act could potentially subject us to sanctions or investigations by the SEC, the applicable stock exchange or other regulatory authorities, which would require additional financial and management resources. We have begun the process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404 in the future, but may not be able to complete our evaluation, testing and any required remediation in a timely fashion. Our recent- historical growth rates may not be sustainable or indicative of our future growth and we may not be able to successfully manage the challenges to our future growth. We have experienced significant growth in recent periods. This rate of growth may not be sustainable or indicative of our future rate of growth. Our results of operations also may fluctuate from period to period as a result of a number of factors, many of which are outside of our control and may be difficult to predict. Our business is subject to seasonality and generally experiences lower engagement on the platform, and correspondingly lower revenue, during the spring and fall. Our sales cycle for new engagements and contract renewals can vary substantially from Customer Partner to Customer Partner. Our limited experience marketing and selling in the B2B and B2B2C mobility assistance markets may affect our ability to predict the length of our sales cycle or the anticipated size of potential engagements. We believe that our continued- growth in total revenue will depend upon, among other factors, our ability to:

- attract new Customer Partners, Service Providers and Consumers who purchase products and services from us at the same rate and of the same type as our existing customer base;
- retain current Customer Partners, Service Providers and Consumers who continue to purchase products and services from us at rates and in a manner consistent with their prior purchasing behavior;
- build existing and new Customer Partner, Service Provider and Consumer trust in us and otherwise maintain our reputation;
- establish brand recognition with Consumers;
- establish ourselves as a default platform for the provision of mobile assistance services;
- encourage Customer Partners to expand the categories of products and services they purchase;
- enter into new joint ventures and attract new Customer Partners and Service Providers;
- provide a superior Consumer experience;
- respond to changes in Consumer access to and use of the internet and mobile devices;
- react to challenges from existing and new competitors;
- develop a scalable, high- performance technology and Service Provider network infrastructure that can efficiently and reliably handle increased demand, as well as the deployment of new features and the sale of new products and services;
- provide roadside assistance in a timely way and in accordance with Customer Partner, Service Provider and Consumer expectations, which may change over time;
- respond to macroeconomic trends and their impact on Consumer spending patterns;
- hire, integrate and retain talented personnel;
- leverage technological and operational efficiencies; and
- invest in the infrastructure underlying our connected services platform, including with respect to data protection and cybersecurity. Our ability to improve

margins and achieve profitability will also depend on the factors described above. We cannot provide assurance that we will be able to successfully manage any of the foregoing challenges to future growth. Any of these factors could cause total revenue growth to decline and may adversely affect margins and profitability. Failure to continue total revenue growth or improve margins could adversely affect our business, financial condition and results of operations. You should not rely on our historical rate of total revenue growth as an indication of our future performance. If we are unable to address the service requirements of **EVs our current and future Consumers**, our business, financial condition and results of operations could be adversely affected. As demand for EVs grows and EVs continue to gain market share in the automotive industry, our business, financial condition and results of operations could be adversely affected if our Service Provider network is unable to meet the demand for EV-capable assistance. Service requirements for EVs are different than service requirements for traditional internal combustion engines or hybrid vehicles, and necessitate specialized skills, including high voltage training and servicing techniques. Additionally, EVs cannot be towed by traditional towing rigs, and instead must be retrieved by flatbed trucks. There can be no assurance that our Service Providers will be able to satisfactorily address the service requirements of Consumers with EVs, or that we and our Service Providers will have sufficient resources, experience, or capacity to meet these service requirements in a timely manner, including as the volume of EVs on the road increases. Failure to offer high-quality Consumer support may harm our relationships with Consumers and Customer Partners, and could adversely affect our reputation, brand, business, financial condition and results of operations. Our ability to attract and retain Customer Partners, Service Providers and Consumers is dependent in part on the ease of use and reliability of our offerings, including our ability to provide high-quality Consumer support. Users of our platform depend on our support organization to resolve issues relating to platform offerings, including, among others, being overcharged for collision assistance, leaving a personal item in a towing service's vehicle or reporting a safety incident. Our ability to provide effective and timely support is largely dependent on our ability to attract and retain reliable Service Providers to our platform and otherwise maintain our Consumer support team, including individuals who are qualified to support Consumers and are sufficiently knowledgeable regarding our offerings, as well as our ability to maintain our call center functionality. As we continue to grow our business and improve our offerings, we will face challenges related to providing quality support services at scale. Any failure to provide efficient user support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, brand, business, financial condition and results of operations. Our expansion into new roadside assistance solutions, Customer Partners and Service Providers, technologies and geographic regions subjects us to additional risks. Our growth strategy involves investments in new product and service offerings, new technologies and expanded geographic reach. We may have limited or no experience in certain of these offerings, technologies and geographic regions, and as a result, our activities may not meet our expectations, and we may not be successful enough in these newer activities to recoup our investments in them. These offerings can present new and difficult logistical and technological challenges, which may frustrate our Customer Partners, Service Providers and Consumers, harm our business relationships and result in a loss of revenue and business opportunities. Such challenges may also subject us to claims if Customer Partners, Service Providers or Consumers experience service disruptions or failures or other quality issues. Additionally, there can be no assurance that we will be successful in geographic expansion or that such expansion will efficiently increase our subscriber growth or improve the experience for our Customer Partners, Service Providers and Consumers. In addition, our introduction of new products, services or software, the expansion of our business into certain jurisdictions or highly regulated industries, and any acquisitions of other businesses that operate in highly regulated industries may subject us to additional laws, regulations or other government or regulatory scrutiny. Many of these laws and regulations were adopted prior to the advent of our industry and related technologies and, as a result, do not contemplate or address the unique issues faced by roadside and mobility assistance providers. For example, we contract with our Service Providers, which are independent contractor entities, to dispatch service professionals that provide roadside assistance services to Consumers. Nevertheless, and although the Service Provider entities commit to complying with applicable laws, we could be subject to litigation claims from the individual employees of our Service Providers. We have previously been the subject of threatened litigation, notwithstanding that we do not employ individuals as Service Providers, and we expect these types of claims to increase as we expand to new jurisdictions and the laws relating to the use of independent contractors evolve in the jurisdictions in which we operate. In connection with our expansion, additional requirements may also arise related to processing of payments, the collection and storage of data and systems infrastructure design, all of which could increase the costs associated with our offerings. The expansion of our business — including by increasing the number of Customer Partners and Service Providers, expanding the variety of roadside assistance solutions offered (e. g., the expectation that the increased demand for flatbed trucks that are required to tow EVs will outpace supply of such trucks), and improving the technologies used to power our platform — requires substantial capital expenditures. Our ability to fund our expansion is dependent upon the timing and extent of spending on research and development, as well as other growth initiatives. Failure to realize the benefits of investments in these areas of our business and geographic reach could result in the value of those investments being written down or written off. Our ability to provide connected vehicle services will depend on our ability to access data from external providers at reasonable terms and prices. Our data providers might restrict the use of, or refuse to license, data, which could lead to our inability to access certain data or provide certain services and, as a result, materially and adversely affect our operating results and financial condition. Any connected vehicle offerings will rely extensively upon vehicle data from a variety of external providers. These data providers could increase restrictions on the use of such data, increase the price they charge for data, or refuse altogether to license the data to us. In addition, during the term of any data supply contract, providers may fail to adhere to our data quality control standards or fail to deliver data. Several states have proposed or enacted laws relating to the “right to repair” certain devices or hardware, and we anticipate that new laws addressing these matters may continue to be proposed and enacted, with uncertainty regarding their interpretation and enforcement. Certain of these laws may create uncertainty regarding rights to access, use, retain, and otherwise process data, including vehicle data, and impose, or be argued to impose, relevant

limitations or restrictions on us or other companies. Any such limitations and restrictions potentially could impede our business and operations, require us to change our policies and practices, and materially adversely impact our ability to provide services to our Customer Partners and Consumers. Further, although no single individual data provider is material to our business, if a number of providers collectively representing a significant amount of data that we use for one or more of our services were to impose additional contractual restrictions on our use of or access to data, fail to adhere to our quality-control standards, repeatedly fail to deliver data or refuse to provide data, now or in the future, our ability to provide those services to Customer Partners and Consumers could be adversely impacted, which could adversely affect our business, financial condition and results of operations. ~~If we are unable to maintain existing relationships with insurance companies or establish new relationships with insurance companies, our business, results of operations, financial condition and growth potential could be adversely affected. In connection with our merger with Otonomo, we acquired 100% of the share capital of The Floop Limited (“The Floop”), a United Kingdom SaaS provider of connected insurance technology for major carriers globally which had been a wholly owned subsidiary of Otonomo since April 14, 2022. The Floop’s revenue depends, in large part, on revenue associated with its data refinery platform and telematics services, each of which primarily comes from insurance company customers. Our inability to maintain these existing relationships with the Floop’s insurance company customers or establish new relationships with insurance companies could adversely affect our business, financial condition and results of operations. Changes in the practices of insurance companies in the markets in which we provide The Floop’s telematics services could adversely affect our business, financial condition and results of operations. The Floop’s business depends, in part, on the existing practices of insurance companies in the markets in which we provide The Floop’s data refinery platform and sell telematics services. Among other factors, we rely on insurance companies’ continued practice of (a) requiring or providing a premium discount for using location and recovery services and products and (b) accepting vehicle location as a preferred security product, thereby mandating or encouraging the use of telematics services, or similar services and products, for drivers. If any or all of these policies or practices change, revenues from The Floop’s data refinery platform and sales of telematics services could decline, which could adversely affect our business, financial condition and results of operations. Failure to effectively combine vehicle and mobile data and The Floop could adversely affect our business, financial condition and results of operations. We may experience technical and operational challenges in combining vehicle and mobile data and The Floop and/or the ultimate results may not be as predictive of risk as anticipated. In the event that we experience these challenges or the results are not as predictive as anticipated, we may not realize the full benefits we anticipate from the combination of vehicle and mobile data and The Floop and our business, financial condition and results of operations could be adversely affected. The Floop relies, in part, on strategic relationships to grow its business. These partnerships may not produce the financial or operating results we expect. The Floop currently has long-standing strategic partnerships, such as its strategic partnership with Munich Re, that are important to growing its business. There is no guarantee that these partnerships will continue in the future or that such partnerships will continue on favorable terms. In addition, it is possible that such strategic partners may instead engage with its competitors. These partnerships may not produce the expected financial or operating results we expect and could disrupt ongoing business or increase expenses, which could adversely affect our business, financial condition and results of operations.~~ Our issuance of additional shares of Common Stock in connection with financings, acquisitions, investments, or otherwise will dilute all other common stockholders. We expect to issue additional shares of Common Stock in the future that will result in dilution to all other common stockholders. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional shares of Common Stock may cause common stockholders to experience significant dilution of their ownership interests and the per share value of Common Stock to decline. Risks Relating to Our Operations Our limited operating history and evolving business model ~~makes~~ **make** it difficult to evaluate our future prospects and the risks and challenges we may encounter. We have been focused on the roadside and mobility assistance markets since our founding in 2013, and we continue to develop our operating strategy as our business has evolved. Our relatively limited operating history, especially with respect to the development of B2B and B2B2C mobility assistance markets, which we launched in 2016, may make it difficult to evaluate our current business and future prospects. The markets for our platform are in relatively early stages of development, and it is uncertain whether these markets will grow, and if they do grow, how rapidly they will grow, how much they will grow, or whether our platform will be widely adopted and whether we can scale to capture growth in these markets. We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly changing industries such as the roadside and mobility assistance industries, including our ability to: • accurately forecast our revenue and plan our operating expenses; • attract new and retain existing Customer Partners and Service Providers in a cost-effective manner; • successfully compete with current and future competitors, some of whom may offer competing products and services; • successfully expand our business in existing markets and enter adjacent markets and new geographies; • successfully execute strategic acquisitions and partnerships; • develop a scalable, high-performance technology infrastructure that can efficiently and reliably handle increased demand, as well as the deployment of new features and services; • comply with existing and new laws and regulations applicable to our business; • anticipate and respond to macroeconomic changes and changes in the markets in which we operate; • establish and maintain our brand and reputation; • adapt to rapidly evolving trends in the ways Customer Partners, Service Providers, and Consumers interact with technology; • effectively manage our ~~rapid~~ growth; • avoid interruptions or disruptions on our platform; and • hire, integrate, and retain key personnel. If we fail to address the risks and difficulties we face, including those associated with the challenges listed above as well as those described elsewhere in this “Risk Factors” section, our business, financial condition and results of operations could be adversely affected. Further, because we have limited historical financial data and operate in a rapidly evolving market, any predictions about future revenue and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable market. We have encountered in the past, and

will encounter in the future, risks and uncertainties frequently experienced by growing companies with limited operating histories in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be adversely affected. We have a rapidly evolving business model, which, in a similarly rapidly evolving industry, **subject subjects** us to increased risks that could adversely affect our business, financial condition and results of operations. We have a rapidly evolving business model, which may be volatile in a rapidly evolving industry. As the automotive industry evolves and EVs and connected vehicles gain market share, the mobility assistance industry must similarly grow and adapt to the growing capabilities of automotives, including with data driven solutions, to meet these new and complex technological needs and demands as they arise. In order to stay current with the automotive industry, our business model may need to evolve as well. From time to time, we may modify aspects of our business relating to our models and strategies. We cannot offer any assurance that these or any other modifications will be successful or will not result in harm to our business. We may not be able to manage growth effectively, which could damage our reputation and adversely affect our business, financial condition and results of operations. We cannot provide any assurance that we will successfully identify all emerging trends and growth opportunities in the mobility assistance industry, and we may fail to capture these opportunities. Such failures could adversely affect our business, financial condition and results of operations. While we expect that there will be a move to subscription offerings to support Consumer desire for data driven solutions, there is no guarantee that will occur and Consumer appetite for additional data driven solutions may fail to gain traction. Our sales cycle with Customer Partners may be lengthy and variable, which may make it difficult for us to forecast revenue and other operating results. As a function of our business model, the collection cycle for most of our Customer Partners is lengthy and can vary **by based on** Customer Partner. In contrast, we generally pay our Service Providers within several days of completing a job. If we are unable to pay our Service Providers in a timely manner for completed jobs as a result of the mismatch between the billing cycles for Customer Partners and Service Providers, we may lose participation by Service Providers on our platform. Additionally, Customer Partner contract renewal is not guaranteed, and the RFP process required by many Customer Partners is lengthy, often spanning months. As a result of these factors, we may experience fluctuations in total revenue on a period-to-period basis which may make it difficult for us to forecast revenue and other operating results. We may need to change our pricing model for our platform's offerings, which in turn could adversely affect our business, financial condition and results of operations. As the mobility assistance industry continues to mature, and as new competitors introduce competitive applications or services, we may be unable to attract new Customer Partners or Service Providers at the same price or based on the same pricing models we have historically used, or for contract lengths consistent with our historical averages. In addition, as we develop and roll out new products and services, or improve existing ones, we will need to develop pricing and contract models for these products that appeal to Customer Partners and Service Providers over time, and we may not be successful in doing so. Pricing and contract length decisions may also impact the rate of subscription and overall subscription mix among our products, which could adversely impact our total revenue. Competition may also require us to make substantial price concessions, especially as larger and more established industry participants with more financial resources introduce competing services. Our business, financial condition and results of operations may be adversely affected by any of the foregoing, and we may have increased difficulty achieving or maintaining profitability. We and our Service Providers may face difficulties in meeting labor needs, which could adversely impact our business, financial condition and results of operations. We and our Service Providers are heavily dependent upon our respective labor workforces. Our employee compensation packages are designed to provide benefits commensurate with the level of expected service. However, we face the challenge of filling many positions at wage scales that are appropriate to the industry and competitive factors. We also face other risks in meeting labor needs, including competition for qualified personnel and overall unemployment levels. ~~In addition, the COVID-19 pandemic resulted in a labor shortage, which increased, and may in the future increase, labor costs incurred by us and our Service Providers as a result of limited applicants for jobs requiring on-site work.~~ Changes in any of these factors, including a shortage of available workforce, could interfere with our ability to provide adequate customer service and could result in increasing labor costs. If we suffer attrition and shortages with respect to certain of our customer service personnel, such as our call centers or Service Providers, our ability to maintain compliance with our service level commitments to our Customer Partners may be impacted, and our business, financial condition and results of operations could be adversely affected. Currently, none of our employees are represented by a union. However, our employees have the right under the National Labor Relations Act to choose union representation. If all or a significant number of our employees become unionized and the terms of any collective bargaining agreement were significantly different from current compensation arrangements, it could increase our costs and adversely impact our profitability. Moreover, if a significant number of employees participate in labor unions, it could put us at increased risk of labor strikes and disruption of our operations or adversely affect our growth and results of operations. We could face future union organization efforts or elections, which could lead to additional costs, distract management or otherwise harm our business. Adverse economic conditions or reduced automotive usage may adversely affect our business, financial condition and results of operations. Our business, financial condition and results of operations depend significantly on worldwide macroeconomic conditions and their impact on demand for mobility assistance. Recessionary economic cycles, higher interest rates, volatile fuel and energy costs, inflation, levels of unemployment, decreases in discretionary consumer spending, conditions in the new and used automotive markets, access to credit, consumer debt levels, unsettled financial markets and other economic factors could dramatically reduce automotive activity and demand for mobility assistance. Economic factors such as increased commodity prices, **tariff increases,** inflation, higher costs of labor, insurance and healthcare, and changes in or interpretations of other laws, regulations and taxes may also increase our cost of sales, mobility assistance costs and administrative costs, and otherwise adversely affect our business, financial condition and results of operations. Any significant increases in costs may affect our Service Providers and Customer Partners, and therefore our

business, disproportionately to that of our competitors. In addition, negative national or global economic conditions may materially and adversely affect our Customer Partners' and Service Providers' financial performance, liquidity and access to capital. Customer Partners may be unable to maintain their inventories, production levels, product quality and / or services, **and which** could cause them to raise prices, terminate or reduce their service contracts with us, lower automotive production levels or cease their operations. In addition, various market trends we anticipate may not develop, or may not develop at the speed which we expect, which could result in costs and capacity outpacing demand. The loss of key senior management personnel or the failure to hire and retain highly skilled and other key personnel could adversely affect our business, financial condition and results of operations. We depend on the continued services and performance of our senior management team, key technical employees and other key personnel. Although we have entered into employment agreements with certain senior management team members, each of them may terminate their employment at any time or be unable to perform the services we require in the future. Third parties may also attempt to encourage our senior management team or other key employees to leave for other employment. The loss of one or more of the members of our senior management team or other key personnel for any reason could disrupt our operations, create uncertainty among investors, adversely impact employee retention and morale and significantly harm our business. We also rely on other highly skilled personnel who may have critical but inadequately documented business knowledge. Competition for qualified personnel in the logistics, technology and automobile industries, **including in Israel, where certain of our operations are located,** has historically been intense, particularly for software engineers, computer scientists, other technical staff and marketing and brand managers. The loss of any executive officers or other key employees or the inability to hire, train, retain and manage qualified personnel could adversely affect our business, financial condition and results of operations. Additionally, for our hourly employees, including those in our call centers, wages **recently have** increased with the rise in inflation. This increase in the cost of hiring hourly employees, or our inability or unwillingness to keep up with rising wages, could result in a labor shortage that makes it difficult for us to operate our business and to provide the high level of service to which Customer Partners and Consumers have become accustomed, which could harm our reputation and adversely affect our business, financial condition and results of operations. Our management team has limited experience managing a public company. Most of our management team has limited experience managing a publicly traded company, interacting with public company investors and complying with the increasingly complex laws pertaining to public companies. Our management team may not successfully or efficiently manage their new roles and responsibilities and may not be fully integrated as a team due to their short tenure with us. In addition, our transition to being a public company subjects us to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. These obligations and constituents require significant attention from our senior management and could divert their attention away from the day-to-day management of our business, which could adversely affect our business, financial condition and operating results. We may be unable to accurately forecast demand for mobility assistance services and appropriately plan our expenses in the future. We depend on our Service Provider network, and their digital acceptance of Consumers' job requests, to provide mobility assistance services that adequately meet Customer Partners' and Consumers' needs. Occasionally, we replace or end relationships with Service Providers, and could face logistical difficulties that could adversely affect the provision of mobile assistance services. In addition, we could incur costs and expend resources in connection with such **change-changes** and fail to add a new Service Provider that can meet a high-quality standard of service. If we experience significant increases in demand, or need to replace existing Service Providers, there can be no assurance that our Service Providers would allocate sufficient capacity to us in order to meet our requirements. Additionally, Service Providers' unwillingness to digitally accept a job, either as a result of the fee generated on our platform by our pricing model or for any other reason, and any performance problems or other difficulties experienced by Service Providers or by our platform could negatively impact operating results and Consumer experience. Any service delays or disruptions caused by, among other things, increases in fuel prices, inclement weather or natural disasters, labor activism, health epidemics, bioterrorism, wars and other armed conflicts or catastrophic events or systems failures, or delays or disruptions caused by our Service Providers' internal operational capabilities, **including as a result of changes in trade and immigration policies,** may affect our ability to fulfill our contractual commitments to Customer Partners. For example, adverse weather conditions typically cause reductions in Service Provider capacity. **These events** ~~In addition, the COVID-19 pandemic contributed to recent vehicle supply disruptions and driver-labor market dislocation in the United States, which led to a shortage of both vehicle inventory and Service Providers. This disrupted, and~~ may in the future disrupt, our ability to source sufficient Service Providers to meet Consumer demand, which could adversely affect our business, financial condition and results of operations. Weather events, natural disasters and other events beyond our control could adversely affect our business. Our business and operations, and the business and operations of our Customer Partners and Service Providers, could be materially and adversely affected in the event of earthquakes, floods, fires, inclement weather, other weather events, telecommunications failures, blackouts, or other power losses, break-ins, acts of terrorism, wars and other armed conflicts, including Hamas' attack against Israel and the ensuing war, political or geopolitical crises, public health crises, pandemics or endemics, or other catastrophic events. Our business would be especially adversely impacted if such events were to occur during peak automotive travel periods in the United States, particularly if such events were to prevent Service Providers from reaching Consumers. Weather events have in the past had, and may continue to have, an adverse impact on our business and ability to complete requests for roadside assistance. We consider potential risks related to weather as part of our operations strategy and have business continuity and disaster recovery plans in place. However, they may not adequately protect us from serious disasters and adverse impacts, including the ability of our network of Service Providers to remain operational during such events. In addition, climate change events could have an impact on critical automotive infrastructure in the United States and internationally, which has the potential to disrupt our business, our Service Providers, or the business of our Customer Partners. During weather events we may be unable to maintain full operations in the affected area, and following such events we experience surges in demand that our network of Service

Providers may be unable to meet. As a result, we may experience increased out-of-network costs during weather events to complete requests for roadside assistance, and in the future we may incur additional costs to bolster operations in often-impacted areas. We have operations all over North America, and our operations in California, Texas and Florida have recently been exposed to extreme weather events. For example, **our network of Service Providers in California has also been impacted during recent historic wildfires, during which Service Providers cannot access Consumers in need of roadside assistance and after which there is a surge in demand relating to abandoned cars. In addition**, in 2021 our network of Service Providers in Texas was unable to meet Consumer demand for roadside assistance during a significant power outage caused by a winter storm. The recent trends in hurricanes over the Gulf Coast has increased the volume of totaled vehicles, and we are often unable to meet the surges in demand for roadside and mobility assistance that follow such extreme weather events. ~~Our network of Service Providers in California has also been impacted during recent historic wildfires, during which Service Providers cannot access Consumers in need of roadside assistance and after which there is a surge in demand relating to abandoned cars.~~ We are also limited, from time to time, in our ability to complete Consumer requests as a result of restrictions placed on certain roadways in the United States, which prohibit non-police vehicles from responding to requests for roadside assistance. Any disruptions as a result of the foregoing could adversely affect our business, financial condition and results of operations. If we fail to cost-effectively attract and retain Service Providers, our business, financial condition and results of operations could be adversely affected. Our continued growth depends in part on our ability to both cost-effectively attract and retain Service Providers who satisfy screening criteria and procedures and increase the use of the platform by existing Service Providers. To attract and retain Service Providers, our Service Provider network management team reaches out directly via the telephone, digital marketing and by attending conferences and tow shows. If we do not continue to attract and provide Service Providers with the flexibility and efficiency of our platform, including our digital accept offering, compelling opportunities to earn income, and other incentive programs that are comparable or superior to those of competitors, we may fail to attract new Service Providers or retain existing Service Providers or increase their use of our platform. Additionally, if Customer Partners and Consumers choose to use competing offerings, we may lack sufficient opportunities for Service Providers to earn income, which may reduce the perceived utility of our platform and impact our ability to attract and retain Service Providers. In addition, changes in certain laws and regulations, including immigration, motor vehicle safety and labor and employment laws, may result in a decrease in the pool of Service Providers, which may result in increased competition for Service Providers or higher costs of recruitment and engagement. Other factors outside of our control, such as increases in the price of gasoline, vehicles or insurance, may also reduce the number of Service Providers that utilize our platform or the use of our platform by Service Providers. Our agreements are non-exclusive, and Service Providers may choose not to use our platform regularly or at all. If we fail to attract Service Providers or retain existing Service Providers, if we fail to increase the use of our platform by existing Service Providers, or if Service Providers terminate their agreements with us, we may not be able to meet the demand of Customer Partners and Consumers and our business, financial condition and results of operations could be adversely affected. We may seek to grow our business through acquisitions of, or investments in, new or complementary businesses, facilities, technologies or products, or through strategic alliances, and the failure to manage these acquisitions, investments or strategic alliances, or to effectively integrate them with our existing business, could have a material adverse effect. From time to time we will consider opportunities to acquire or make investments in Customer Partners, Service Providers, businesses, facilities, technologies or offerings, or enter into strategic alliances that may enhance our capabilities, expand our Customer Partner and Service Provider network, complement current products or expand the breadth of our markets. Acquisitions, investments and other strategic alliances involve numerous risks, including: • loss of the value of investments and alliances in businesses with which we partner; • problems integrating the acquired products, services, business, facilities, or technologies, including issues maintaining uniform standards, procedures, controls and policies; • unanticipated costs associated with acquisitions, investments or strategic alliances; • the assumption of the liabilities and exposure to unforeseen liabilities of acquired companies, including liabilities for failure to comply with regulations; • potential divestitures or other requirements imposed by antitrust regulators; • diversion of management's attention from other Service Providers, Customer Partners, products and services; • adverse effects on existing business relationships with Customer Partners and Service Providers; • the need to obtain additional required regulatory approvals, licenses and permits; • conflicts of interest with respect to our equity interests in investors and partners; • risks associated with entering new markets in which we may have limited or no experience; • potential loss of key employees of acquired businesses; and • increased legal and accounting compliance costs. Our ability to successfully grow through strategic transactions depends upon our ability to identify, negotiate, complete and integrate suitable target products, businesses, facilities and technologies and to obtain any necessary financing. These efforts could be expensive and time-consuming and may disrupt our ongoing business and prevent management from focusing on our operations, and while we employ several different methodologies to assess potential business opportunities, the new businesses may not meet or exceed our expectations. If we are unable to identify suitable acquisitions or strategic relationships, or if we are unable to integrate any acquired businesses, facilities, technologies, products and services effectively, our business, financial condition and results of operations could be adversely affected. **If we fail to maintain an..... the market price of our Common Stock**. Our insurance coverage may not be adequate. We believe we maintain insurance customary for businesses of our size and type. However, there are losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure, and there can be no assurance that we can obtain or maintain adequate insurance coverage for the risks we face. Such losses could have a material adverse effect on our business, financial condition and results of operations. Parties with whom we do business may be subject to insolvency risks or may otherwise become unable or unwilling to perform their obligations. We are a party to contracts, transactions and business relationships with various third parties, particularly Customer Partners, Service Providers and lenders, pursuant to which such third parties have performance, payment and other obligations to us. In some cases, we depend upon third parties to provide essential products, services or other benefits, including with respect to software development and

support, logistics, other agreements for goods and services in order to operate our business in the ordinary course, extensions of credit, credit card accounts and other vital matters. Economic, industry and market conditions could result in increased risks to us associated with the potential financial distress or insolvency of such third parties. If any of these third parties were to become subject to bankruptcy, receivership or similar proceedings, our rights and benefits in relation to our contracts, transactions and business relationships with such third parties could be terminated, modified in a manner adverse to us, or otherwise impaired. We cannot make any assurances that we would be able to arrange for alternate or replacement contracts, transactions or business relationships on terms as favorable as existing contracts, transactions or business relationships, if at all. Our inability to do so could adversely affect our business, financial condition and results of operations. Our international operations subject us to additional costs and risks, which could adversely affect our business, financial condition and results of operations. We have a limited history of marketing, selling, and supporting our platform internationally, and generate nearly all of our revenue in the United States. Our growth strategy depends, in part, on continued international operations. Additionally, international sales and operations are subject to a number of risks, including the following: • greater difficulty in enforcing contracts and managing collections in countries where our recourse may be more limited, as well as longer collection periods; • higher costs of doing business internationally, including costs incurred in establishing and maintaining office space and equipment for international operations; • differing labor regulations; • challenges inherent to efficiently recruiting and retaining talented and capable employees in foreign countries and maintaining company culture and employee programs; • fluctuations in exchange rates between the U. S. dollar and foreign currencies in markets where we do business; • management communication and integration problems resulting from language and cultural differences and geographic dispersion; • costs associated with language localization of our platform; • risks associated with trade restrictions and foreign legal requirements, including any importation, certification, and localization of our platform that may be required in foreign countries; • greater risk of unexpected changes in regulatory requirements, tariffs and tax laws, trade laws, export quotas, customs duties, treaties, and other trade restrictions; • costs of compliance with foreign laws and regulations and the risks and costs of non-compliance with such laws and regulations, including, but not limited to data privacy, data protection, and data security regulations, particularly in the EU; • risks relating to the implementation of exchange controls, including restrictions promulgated by the OFAC, and other similar trade protection regulations and measures; • heightened risk of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact our financial condition and result in restatements of, or irregularities in, financial statements; • the uncertainty of protection for intellectual property rights in some countries; • general economic and political conditions in these foreign markets, including political and economic instability in certain regions; • foreign exchange controls or tax regulations that might prevent us from repatriating cash earned outside the United States; • risks associated with securing and complying with debt agreements relative to such foreign operations; and • double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate. These and other factors could harm our ability to generate revenue outside of the United States and, consequently, adversely affect our business, financial condition and results of operations. Failure to comply with anti-bribery and anti-corruption laws and anti-money laundering laws, and similar laws, could subject us to penalties and other adverse consequences. We are subject to the U. S. Foreign Corrupt Practices Act of 1977 (the “FCPA”), the U. S. domestic bribery statute contained in 18 U. S. C. § 201, the United Kingdom Bribery Act 2010, and possibly other anti-bribery and anti-corruption laws and anti-money laundering laws in countries outside of the United States where we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, agents, representatives, business partners, and third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. We sometimes leverage third parties to sell our products and conduct our business abroad. We, our employees, agents, representatives, business partners and third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of these employees, agents, representatives, business partners or third-party intermediaries even if we do not explicitly authorize such activities. We cannot assure you that all of our employees, agents, representatives, business partners or third-party intermediaries will not take actions in violation of applicable law for which we may be ultimately held responsible. As we increase international sales and business, our risks under these laws may increase. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. While we have policies and procedures to address compliance with such laws, we cannot assure you that none of our employees, agents, representatives, business partners or third-party intermediaries will take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. Any allegations or violation of the FCPA or other applicable anti-bribery and anti-corruption laws and anti-money laundering laws could result in whistleblower complaints, sanctions, settlements, prosecution, enforcement actions, fines, damages, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from government contracts, all of which may have an adverse effect on our reputation, business, results of operations, and prospects. Responding to any investigation or action will likely result in a materially significant diversion of management’s attention and resources and significant defense costs and other professional fees. Our ability to use net operating loss (“NOL”) carryforwards and other tax attributes may be limited **due to prior in connection with the Merger and other potential future** ownership changes. We have incurred significant net losses during our history and our ability to become profitable in the near future is uncertain. To the extent that we continue to generate taxable losses, unused losses will carry forward to offset future taxable income, if any, until such unused losses expire (if at all). As of December 31, **2023-2024**, we had approximately \$ **391-194.5 million, \$ 131.3 million**, **and \$ 113-190.73 million and \$ 222.2 million** of federal, state and foreign NOLs, respectively. **Federal NOLs incurred in tax years beginning after December 31, 2017 and before January 1, 2021 may be carried back to each of the five tax years preceding such loss, and NOLs arising in**

tax years beginning after December 31, 2020 may not be carried back. Moreover, federal NOLs generated in taxable years ending after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal NOLs may be limited to 80 % of our taxable income annually for tax years beginning after December 31, 2020. Our NOL carryforwards are subject to review and possible adjustment by the IRS and state tax authorities. In addition, in general, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-change NOLs or tax credits to offset future taxable income or taxes. For these purposes, an ownership change generally occurs where the aggregate stock ownership of one or more stockholders or groups of stockholders who own at least 5 % of a corporation's stock increases their ownership by more than 50 percentage points over their lowest ownership percentage within a specified testing period. **We have undergone** ~~Our existing NOLs or credits may be subject to limitations arising from previous ownership changes, and we have undergone an ownership change in connection with the Merger-past~~, which may further limit our ability to utilize NOLs or credits under Sections 382 and 383 of the Code. In addition, future changes in our stock ownership, many of which are outside of our control, could result in an ownership change under Sections 382 and 383 of the Code. Our NOLs or credits may also be impaired under state law. Accordingly, **we do believe that it is more-likely-than-not** ~~that~~ **we** ~~expect to be able to utilize any portion of our NOLs or credits~~ **will expire unutilized**, and **we** ~~have recorded a full valuation allowance against the related NOL deferred tax assets as of December 31, 2023-2024. If we determine that an ownership change has occurred and our ability to use our historical NOLs or credits is materially limited due to prior or potential future ownership changes~~, it would harm our future operating results by effectively increasing our future tax obligations. Section 382 and 383 of the Code would apply to all net operating loss and tax credit carryforwards, whether the carryforward period is indefinite or not. If we earn taxable income, such limitations could result in increased future tax liability to us, and our future cash flows could be adversely affected.

Legal and Regulatory Risks The terms of our existing Loan Agreements require us to meet certain operating and financial covenants and place restrictions on our operating and financial flexibility. If we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business. We are party to the **Structural Loan and Security Agreement and with a consortium led by lending affiliates of Highbridge Capital Management, LLC (as amended, the "Highbridge Loan Agreement") and the asset based revolving credit facility with the lenders party thereto and MidCap Funding IV Trust (the "MidCap Credit Agreement" and together with the Highbridge Loan Agreement, the "Loan Agreements")**. As of December 31, 2023-2024, we had an aggregate amount of ~~(i)-\$ 27-40.5-0~~ million in stated principal amount of term loans outstanding under the **Highbridge Loan Agreement**. We were also party to the **Third Amended and Restated Loan Agreement with a consortium led by lending affiliates of Structural Capital (as amended, the "Structural Loan Agreement")**, pursuant to which we had an aggregate amount of \$ 10. 0 million in stated principal amount of term loans outstanding as of December 31, 2024. As of February 26, 2025, we (i) had an aggregate amount of \$ 10. 7 million in stated principal amount of revolving loans outstanding under the **MidCap Credit Agreement** and (ii) **fully repaid the \$ 40. 0 million in stated principal amount of term loans** outstanding under the **Highbridge Structural Loan Agreement**. Our payment obligations under each ~~the~~ **Loan Agreement Agreements** reduce cash available to fund working capital, product development and general corporate needs. In addition, the principal amount of outstanding advances under the **Structural Loan Agreement** accrues interest at a floating per annum rate equal to (x) for \$ 14. 0 million of the outstanding loans, a per annum rate of interest equal to the greater of (i) 14. 0 %, and (ii) 7. 5 % plus the prime rate then in effect, and (y) for \$ 13. 5 million of the outstanding loans, a per annum rate of interest equal to the greater of (i) 13. 5 %, and (ii) 7. 0 % plus the prime rate then in effect, making us vulnerable to increases in market interest rates. If market rates increase, we will have to pay additional interest on this indebtedness under the **Structural Loan Agreement**, which would further reduce cash available for our other business needs. The principal amount of outstanding term loans under the **Highbridge Loan Agreement** accrues interest at a fixed rate of interest of ~~12-13. 0 % per annum~~. **Under through and including June 15, 2023 and then- the 13-MidCap Credit Agreement, we can elect to pay interest in kind for a specified period of time at a rate of 16. 0 % per annum and from June 16, 2023 thereafter, pay interest in cash at a rate of 13. 0 % per annum**. Our obligations under each Loan Agreement are secured by substantially all of our assets and the assets of each of our subsidiaries party to each Loan Agreement. The security interest granted over such assets could limit our ability to obtain additional debt financing. In addition, ~~each the~~ **Loan Agreement Agreements contains- contain** certain specified affirmative and negative covenants restricting our activities, including limitations on: dispositions; mergers or acquisitions; incurring indebtedness or liens; paying dividends or redeeming stock or making other distributions; making certain investments; and engaging in certain other business transactions. ~~Both The~~ **The Loan Agreements** contain a financial covenant requiring minimum unrestricted cash of at least \$ 5. 0 million. ~~The MidCap Credit~~, ~~and the Structural Loan Agreement~~ contains a **fixed charge coverage ratio covenant, triggered upon positive contribution margin requirement tested monthly. Failure to comply with the occurrence of certain events. The** covenants in each Loan Agreement **may be difficult to comply with, and the failure to comply** could result in the acceleration of our obligations under such Loan Agreement, and, if such acceleration were to occur, it would materially and adversely affect our business, financial condition and results of operations. Our ability to make scheduled payments or to refinance such debt obligations depends on numerous factors, including the amount of our cash balances and our actual and projected financial and operating performance. We may not have sufficient funds, and may be unable to arrange for a refinancing or additional financing, to pay the amounts due under ~~each the~~ **Loan Agreement Agreements**. The obligations under ~~each the~~ **Loan Agreement Agreements** are subject to acceleration upon the occurrence of specified events of default, including payment default, change in control, bankruptcy, insolvency, certain defaults under other material debt (including a cross- default to each other Loan Agreement) and certain other specified events. If for any reason we become unable to service our debt obligations under either Loan Agreement, or any new debt obligations that we may enter into from time to time, holders of Common Stock would be exposed to the risk that their holdings could be lost in an event of a default under such debt obligations and a foreclosure and sale of our assets for an amount that is less than the outstanding debt. Our outstanding

indebtedness and any future indebtedness, combined with our other financial obligations, could increase our vulnerability to adverse changes in general economic, industry and market conditions, limit our flexibility in planning for, or reacting to, changes in our business and the industry and impose a competitive disadvantage compared to our competitors. We have in the past defaulted on certain financial, reporting and other covenants under **each of our outstanding Loan-loan Agreement agreements**. While we have to date been successful in obtaining compliance waivers with respect to such covenant defaults, we may not be able to do so in the future on terms advantageous to us or at all. The agreements governing our indebtedness include certain financial, reporting and other covenants that we must satisfy. In previous years, we have defaulted on certain covenants under **each of our outstanding Loan-loan Agreement agreements** and have received compliance waivers with respect to such covenant defaults from **the applicable certain of our lenders**. **In addition, the convertible promissory notes issued by the Company in July 2022 (“2022 Convertible Notes”) were not repaid on the maturity date of June 30, 2024 since, pursuant to their terms, they are subordinated to the Company’s senior outstanding indebtedness and may not be repaid while the senior debt remains outstanding. Holders of 2022 Convertible Notes may be dissatisfied with such subordination, and any engagement with such holders may be time consuming and distracting to management**. We cannot provide any assurance that the lenders under **either our outstanding Loan-loan Agreement agreements** or any other indebtedness would provide us with a waiver or forbearance should we not be in compliance in the future. A failure to maintain compliance would cause the outstanding borrowings to be in default and payable on demand, **which could trigger cross-default provisions in other indebtedness agreements, potentially leading to further defaults or accelerations of payment obligations, adversely impact our relationships with current and potential lenders, investors and other stakeholders, and affect our ability to raise additional capital**, which would have a material adverse effect on us and our ability to continue as a going concern. Service Providers that have not complied with our insurance, licensure and other requirements may subject us to a number of risks. We are not able to control or predict the actions of platform users and third parties, either during their use of our platform or otherwise, and we may be unable to ensure or protect a safe environment for Service Providers and Consumers. Actions by Service Providers, Consumers and others may result in injuries, property damage or loss of life for such parties, or business interruption, brand and reputational damage and other significant liabilities for us. Although we administer certain qualification processes for users of our platform, including requiring background checks to be performed by Service Providers on their employees, these qualification processes and background checks may not expose all potentially relevant information and are limited in certain jurisdictions according to national and local laws, and Service Providers may fail to conduct such background checks adequately on their drivers / employees or disclose information that could be relevant to a determination of eligibility. In addition, we do not independently test Service Providers’ employees’ mobility assistance skills. Consequently, we have received in the past, and expect to continue to receive, complaints from Consumers, as well as actual or threatened legal action against us related to Service Provider conduct. If Service Providers, or individuals impersonating Service Providers, engage in criminal activity, misconduct or inappropriate conduct or use our platform as a conduit for criminal activity, Consumers may not consider our products and offerings safe, and we may receive negative press coverage as a result of our business relationship with such Service Providers, which would adversely impact our brand, reputation and business. Furthermore, if Consumers engage in criminal activity or misconduct while using our platform, Customer Partners and Service Providers may be unwilling to continue using our platform. In addition, certain regions where we operate have high rates of violent crime, which has impacted Service Providers and Consumers in those regions. If other criminal, inappropriate or other negative incidents occur due to the conduct of platform users or third parties, our ability to attract Customer Partners, Service Providers and / or Consumers may be harmed, and our business, financial condition and results of operations could be adversely affected. Public reporting or disclosure of reported safety information, including information about safety incidents reportedly occurring on or related to our platform, whether generated by us or third parties such as media or regulators, may also adversely affect our business, financial condition and results of operations. Further, we may be subject to claims of significant liability based on traffic accidents, deaths, injuries or other incidents that are caused by Service Providers, Consumers or third parties while using our platform, or even when Service Providers, Consumers or third parties are not actively using our platform. On a smaller scale, we may face litigation related to claims by Service Providers for the actions of Consumers or third parties. Our insurance policies may not cover all potential claims to which we are exposed and may not be adequate to indemnify us for all liability. These incidents may subject us to liability and negative publicity, which would increase our operating costs and adversely affect our business, operating results and future prospects. We received a demand for indemnification from a partner in October 2020, but have not been named as a defendant in this case and are being represented by counsel appointed by the insurance carrier. The plaintiff is unresponsive to requests for discovery in this matter. Even if these claims do not result in liability, we will incur significant costs in investigating and defending against them. As we expand our products and offerings, this insurance risk will grow. We rely on unpatented proprietary technology, trade secrets, processes and know-how. We rely on trade secret and confidentiality obligations to protect proprietary assets that may not be patentable or subject to other intellectual property protection or that we believe is best protected by means that do not require public disclosure. We generally seek to protect our proprietary information by entering into confidentiality agreements, or consulting, services or employment agreements that contain non-disclosure and non-use provisions with employees, consultants, contractors and third parties. However, we may fail to enter into the necessary agreements, and even if entered into, these agreements may be breached or may otherwise fail to prevent disclosure, third-party infringement or misappropriation of our proprietary information, may be limited as to our term and may not provide an adequate remedy in the event of unauthorized disclosure or use of proprietary information. We have limited control over the protection of trade secrets used by our current or future manufacturing partners and suppliers and could lose future trade secret protection if any unauthorized disclosure of such information occurs. In addition, our proprietary information may otherwise become known or be independently developed by our competitors or other third parties. To the extent that employees, consultants, contractors, advisors and other third parties use intellectual property owned

by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain protection for our proprietary information could harm our competitive position in the market, and adversely affect our business, financial condition and results of operations. Our inability or failure to protect our intellectual property rights, or any claim that we have infringed upon third-party intellectual property rights, could have a negative impact on operating results. Our business depends on intellectual property, the protection of which is critical to our success. We rely on a combination of intellectual property rights, including trade secrets, domain names and trademarks, to protect our competitive advantage, which offers only limited protection. The steps we take to protect our intellectual property, including physical, operational, and managerial protections of confidential information, contractual obligations of confidentiality, assignment agreements with employees and contractors and license agreements, require significant resources and may be inadequate. We will not be able to protect our competitive advantage if we are unable to establish, protect, maintain, or enforce our rights or if we do not detect or are unable to address unauthorized use of our intellectual property. We may be required to use significant resources to monitor and protect these rights. Despite our precautions, it may be possible for unauthorized third parties to copy portions or all of our platform and use information that we regard as proprietary to create services that compete with our platform. Some license provisions protecting against unauthorized use, copying, transfer, and disclosure of our proprietary information may be unenforceable under the laws of certain jurisdictions. In addition, we have registered domain names for websites that we use in our business, such as www.geturgently.com and some other variations. Competitors may adopt service names or domain names similar to ours, thereby harming our ability to build brand identity and possibly leading to user confusion. In addition, our registered or unregistered trademarks or trade names could be declared generic, and there could be potential trade name or trademark infringement claims brought by owners of other trademarks that are similar to our trademarks. If our trademarks and trade names are not adequately protected, then we may not be able to build and maintain name recognition in markets of interest and our business may be adversely affected. Effective trademark protection may not be available or may not be sought in every country in which our products are made available, in every class of goods and services in which we operate, and contractual disputes may affect the use of marks governed by private contract. Litigation or proceedings before governmental authorities and administrative bodies in the United States and abroad may be necessary in the future to enforce intellectual property rights and to determine the validity and scope of our rights and the proprietary rights of others. Further, we may not timely or successfully apply for a patent or register our trademarks or otherwise secure rights in our intellectual property. We expect to continue to expand internationally and, in some foreign countries, the mechanisms to establish and enforce intellectual property rights may be inadequate to protect our technology, which could adversely affect our business, financial condition and results of operations. Additionally, we may from time to time be subject to opposition or similar proceedings with respect to applications for registrations of our intellectual property, including trademarks. While we aim to acquire adequate protection of our brand through trademark registrations in key markets, occasionally third parties may have already registered or otherwise acquired rights to identical or similar marks for services that also address our market. We rely on our brand and trademarks to identify our platform and to differentiate our platform and services from those of our competitors, and if we are unable to adequately protect our trademarks, third parties may use our brand names or trademarks similar to ours in a manner that may cause confusion in the market, which could decrease the value of our brand and adversely affect our business and competitive advantages. Our intellectual property rights and the enforcement or defense of such rights may be affected by developments or uncertainty in laws and regulations relating to intellectual property rights. Moreover, many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets, and other intellectual property protection, which could make it difficult for us to stop the infringement, misappropriation, or other violation of our intellectual property or marketing of competing products in violation of our intellectual property rights generally. Policing unauthorized use of our intellectual property and misappropriation of our technology and trade secrets is difficult and we may not always be aware of such unauthorized use or misappropriation. Despite our efforts to protect our intellectual property rights, unauthorized third parties may attempt to use, copy, or otherwise obtain and market or distribute our technology or otherwise develop services with the same or similar functionality as our platform. If our competitors infringe, misappropriate, or otherwise violate our intellectual property rights and we are not adequately protected, or if our competitors are able to develop a platform with the same or similar functionality as ours without infringing our intellectual property, our competitive advantage and results of operations could be harmed. Litigation brought to protect and enforce our intellectual property rights could be costly, time consuming, and distracting to management and could result in the impairment or loss of portions of our intellectual property. As a result, we may be aware of infringement by our competitors but may choose not to bring litigation to protect intellectual property rights due to the cost, time, and distraction of bringing such litigation. Furthermore, if we do decide to bring litigation, our efforts to enforce intellectual property rights may be met with defenses, counterclaims, and countersuits challenging or opposing our right to use and otherwise exploit particular intellectual property, services, and technology or the enforceability of our 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 delay further sales or the implementation of our solutions, impair the functionality of our platform, prevent or delay introductions of new or enhanced solutions, result in us substituting inferior or more costly technologies into our platform, or injure our reputation. Furthermore, many of our current and potential competitors may have the ability to dedicate substantially greater resources to developing and protecting their technology or intellectual property rights than we do. The holders of patents and other intellectual property rights potentially relevant to our service offerings may make claims that we infringe, misappropriate, or otherwise violate their intellectual property rights. There can be no assurance that we will be successful in defending against these allegations or reaching a satisfactory business resolution. Any intellectual property claims,

with or without merit, could be very time- consuming and expensive to settle or litigate, could cause us to incur significant expenses, pay substantial amounts in damages, ongoing royalty or license fees, or other payments, require us to cease making, licensing or using offerings that incorporate or use the challenged intellectual property, require us to re- engineer all or a portion of our business or require that we comply with other unfavorable terms. The costs of litigation are considerable, and such litigation may divert management and key personnel’ s attention and resources, which might seriously harm our business, financial condition and results of operations. Third parties making infringement claims may make it difficult for us to enter into royalty or license agreements which may not be available on commercially acceptable terms. Also, we may be unaware of intellectual property registrations or applications relating to our services that may give rise to potential infringement claims. There may also be technologies licensed to and relied on by us that are subject to infringement or other corresponding allegations or claims by third parties which may damage our ability to rely on such technologies. Parties making infringement claims may be able to obtain substantial damages for the infringement and an injunction to prevent us from delivering services or using technology involving the allegedly infringing intellectual property. If, as a result of a successful infringement claim, we are required to develop non- infringing technology or rebrand our name or cease making, licensing or using products that have infringed a third party’ s intellectual property rights, all of these actions may be time- consuming and expensive. Protracted litigation could also result in existing or prospective clients deferring or limiting their purchase or use of our software product development services or solutions until resolution of such litigation or could require us to indemnify our clients against infringement claims in certain instances. Any intellectual property claims or litigation in this area, whether or not we ultimately win or lose, could damage our reputation and materially adversely affect our business, financial condition and results of operations. Our use of open source software may lead to possible litigation, negatively affect sales and create liability. We often incorporate software licensed by third parties under so- called “ open source ” licenses, which may expose us to liability and have a material impact on our business and offerings. Use of open source software may entail greater risks than use of 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. In addition, the public availability of such software may make it easier for others to compromise our services. Although we monitor our use of open source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting software offerings to conditions we do not intend, the terms of many open source licenses have not been interpreted by courts in relevant jurisdictions, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our clients’ ability to use the software that we develop for them and operate their businesses as they intend. Moreover, we cannot assure you that our processes for controlling use of open source software in our products will be effective, and we may inadvertently use third- party open source software in a manner that exposes us to claims of non- compliance with the applicable terms of such license, including claims for infringement of intellectual property or for breach of contract. We may face claims challenging the ownership of open source software against companies that incorporate it into our products. Additionally, some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software used. If we combine certain open source software with other software in a specific manner, we could, under open source licenses, be required to release the source code of our proprietary software to the public, including authorizing further modification and redistribution, or otherwise be limited in the licensing of such software. Additionally, if a third- party software provider has incorporated open source software into software that we license from such provider, we could be required to disclose source code that incorporates or is a modification of such licensed software. Disclosing proprietary source code could allow our clients’ competitors to create similar products with lower development effort and time and ultimately could result in a loss of sales for our clients. Furthermore, if the license terms for the open source code change, we may be forced to re- engineer our software or incur additional costs. We may be involved from time to time in claims, lawsuits, government investigations and other proceedings that could adversely affect our business, financial condition, and results of operations. We may be involved in litigation matters from time to time, such as matters incidental to the ordinary course of our business, including intellectual property, privacy, commercial, services, transportation, employment, class action, whistleblower, accessibility, securities, tax, and other litigation and claims, and governmental and other regulatory investigations and proceedings. The number and significance of these disputes may increase as we grow larger, our businesses expand in scope and geographic reach, and our products and platform increase in complexity. The outcome and impact of such claims, lawsuits, government investigations and other proceedings cannot be predicted with certainty. Such matters can be time- consuming, divert management’ s attention and resources, cause us to incur significant expenses or liability, or require us to change our business practices. In addition, the expense of litigation and the timing of these expenses from period to period are difficult to estimate, subject to change, and could adversely affect our financial condition and results of operations. Because of the potential risks, expenses, and uncertainties of litigation, we may, from time to time, settle disputes, even where we have meritorious claims or defenses, by agreeing to settlement agreements. Any of the foregoing could adversely affect our business, financial condition, and results of operations. Unanticipated changes in tax laws may affect future financial results. We are a U. S. corporation and thus are subject to U. S. corporate income tax on our worldwide operations. Our principal operations and certain potential customers are located in the United States, and as a result, we are subject to various U. S. federal, state and local taxes. New U. S. laws and policy relating to taxes may have an adverse effect on our business and future profitability. Further, existing U. S. tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. **The In recent years, the federal government has made significant changes to U. S. tax laws, including through the Tax Cuts and Jobs Act of 2017 (the “ Tax Act ”) and the Coronavirus Aid, Relief, and Economic Security Act. In addition, beginning in January 2022, the Tax Act eliminated the right to deduct research and development expenditures for tax purposes in the period the expenses were incurred and instead requires all U. S. and foreign research and development expenditures to be amortized over five and fifteen tax years, respectively. On August 16, 2022, the Inflation Reduction Act of 2022 was signed into**

law, with tax provisions primarily focused on implementing a 15 % minimum tax on global adjusted financial statement income, effective for tax years beginning after December 31, 2022, and a 1 % excise tax on share repurchases occurring after December 31, 2022. Further, the current administration **has** had previously set forth several tax proposals that would, if enacted, make further significant changes to U. S. tax laws (including provisions enacted pursuant to the Tax Act). Such proposals include, but are not limited to, (i) an increase in the U. S. income tax rate applicable to corporations from 21 % to 28 %, (ii) an increase in the maximum U. S. federal income tax rate applicable to individuals and (iii) an increase in the U. S. federal income tax rate for long-term capital gain for certain taxpayers with income in excess of a threshold amount. Congress may consider some or all of these proposals in connection with additional tax reform to be undertaken by the current administration. It is unclear whether these or similar changes will be enacted and, if enacted, how soon any such changes could take effect. The passage of any legislation as a result of these proposals and other similar changes in U. S. federal income tax laws could adversely affect our business and future profitability. Investors are urged to consult with their legal and tax advisors with respect to any such legislation and the potential tax consequences of holding our securities. In addition, the **Organization Organisation** for Economic Co- operation and Development (“ OECD ”), issued final action items or proposals related to its initiative to combat base erosion and profit shifting (“ BEPS ”). The OECD urged its members to adopt the proposals to counteract the effects of taxpayers’ use of tax havens and preferential tax regimes globally. One BEPS proposal redefines a “ permanent establishment ” under treaty tax law, and changes how profits would be attributed to the permanent establishment. Some countries have incorporated the BEPS proposals into their laws, and we expect other countries to follow suit, including the adoption of market-based, income sourcing provisions that assign a greater share of taxable income of a non- resident taxpayer to the country of our customer’ s location than do traditional “ arm’ s length ” income sourcing provisions. Some of the BEPS and related proposals, if enacted into law in the ~~U. S. and in the foreign~~ countries where we do business, could increase the burden and costs of our tax compliance. Moreover, such changes could increase the amount of taxes we incur in those jurisdictions, and in turn, increase our global effective tax rate. Our corporate structure and intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our results of operations. We **are expanding our international operations and staff to support our business in international markets.** We generally conduct our international operations through wholly **-** owned subsidiaries and are or may be required to report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. Our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, including the United States, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one- time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. We are subject to federal, state, and local income, sales, and other taxes in the United States and income, withholding, transaction, and other taxes in numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for taxes. During the ordinary course of business, there are many activities and transactions for which the ultimate tax determination may be uncertain. In addition, our tax obligations and effective tax rates could be adversely affected by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations, including those relating to income tax nexus, by recognizing tax losses or lower than anticipated earnings in jurisdictions where we have lower statutory rates and higher than anticipated earnings in jurisdictions where we have higher statutory rates, by changes in foreign currency exchange rates, or by changes in the valuation of our deferred tax assets and liabilities. We may be audited in various jurisdictions, and such jurisdictions may assess additional taxes, sales taxes and value added taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have an adverse effect on our results of operations or cash flows in the period or periods for which a determination is made. Failure to comply with laws and regulations relating to privacy, data protection, cybersecurity, advertising **;** and consumer protection, or the expansion of current or the enactment of new laws or regulations relating to such matters, could adversely affect our business, financial condition **;** and results of operations. We rely on a variety of techniques when marketing to Customer Partners, and we are subject to various laws and regulations that govern such marketing and advertising practices. Additionally, our business relies on our ability to collect, receive, store, ~~process,~~ use, generate, transfer, disclose, make accessible, protect, share **;** and otherwise process personal data and other sensitive information (such as personal data that identifies or is identifiable to actual or prospective customers, suppliers, personnel **;** or others), proprietary and confidential business information, trade secrets, intellectual property **;** and sensitive third- party information. As a result, we are, or may become, subject to numerous federal, state, local and foreign data laws, regulations, industry standards, policies, contracts and other actual and asserted obligations relating to privacy, data protection **;** and cybersecurity **;** particularly in the context of online advertising. For example, we are or may become subject to the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020, numerous other state laws, the European Union General Data Protection Regulation, the UK Data Protection Act and UK General Data Protection Regulation, the Privacy and Electronic Communications Directive (2002 / 58 / EC), and other national legislation **relating to privacy, cybersecurity, data protection, marketing and advertising and consumer protection**. Laws and regulations relating to **these matters** ~~privacy, data protection, marketing and advertising and consumer protection~~ are evolving and subject to potentially differing interpretations. These ~~requirements~~ **laws, regulations, and other actual and asserted obligations** may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another or may conflict with other rules or our practices. We may publish privacy policies, notices **;** and other documentation and statements regarding our collection,

processing, use and disclosure of personal data and / or other data. Although we endeavor to comply with our published policies, notices, documentation, and statements, we may at times fail to do so or may be perceived to have failed to do so. Despite our efforts, we may not be successful in achieving compliance if our personnel, Customer Partners or Service Providers fail to comply with our **policies and documentation. Although we endeavor to comply with our** published policies and ~~documentation. Although we endeavor to comply with our published policies and~~ notices, other statements and documentation ; and all applicable laws and regulations, and certain other guidance, industry standards, policies, contracts and other actual and asserted obligations ;relating to privacy, data protection, cybersecurity, advertising ;and consumer protection, we may at times fail to do so or may be perceived to have failed to do so. If we fail, or are perceived to have failed, to address or comply with any actual or asserted obligations related to **privacy, cybersecurity, data privacy and security protection, marketing, advertising or consumer protection**, we could face private claims, demands ;and litigation, including class action litigation; government enforcement actions and proceedings that could include investigations, fines, penalties, audits and inspections; additional reporting requirements and / or oversight; temporary or permanent bans on all or some processing of data; requirements to change the manner in which we process data; and orders to destroy or not use data. Any of these events could have a material adverse effect on our reputation, business or financial condition, and could lead to a loss of actual or prospective Customer Partners, Service Providers or Consumers; result in an inability to process data or to operate in certain jurisdictions; limit our ability to sell or distribute our products; or require us to revise or restructure our policies and other aspects of our operations, which we may be unable to do in a commercially reasonable manner or at all. Moreover, such claims or other proceedings, even if not resulting in liability, could be expensive and time- consuming to defend and could result in diversion of management' s attention and adverse publicity that could harm our business or have other material adverse effects. We may also be contractually required to indemnify and hold harmless third parties from the costs or consequences relating to any such matter or to any actual or perceived ~~of inadvertent or~~ unauthorized use, disclosure, or other processing of data that is stored or handled as part of operating our business. In addition, various federal and state legislative and regulatory bodies, or self- regulatory organizations, may expand current laws or regulations, enact new laws or regulations or issue revised rules or guidance, regarding privacy, data protection, cybersecurity, consumer protection and advertising. Each of these laws and regulations, and any other such changes or new laws or regulations, or other actual or asserted obligations, including regulatory guidance and industry standards, could impose significant limitations, require changes to our business, impose fines and other penalties or restrict our use or storage of personal data and other data, which may increase our compliance expenses and make our business more costly or less efficient to conduct. Moreover, Customer Partners and Service Providers may stop or limit their sharing of data with us. Any such changes could compromise our ability to develop an adequate marketing strategy and pursue our growth strategy effectively, may hinder our research and development efforts, and otherwise **limit and** disrupt operations, which, in turn, could adversely affect our business, financial condition and results of operations. We are subject to governmental export and import control laws and regulations. Our failure to comply with these laws and regulations could materially and adversely affect our business, prospects, financial condition and results of operations. Our products and solutions are subject to export control and import laws and regulations, including the U. S. Export Administration Regulations, U. S. Customs regulations and various economic and trade sanctions regulations administered by the U. S. Treasury Department' s Office of Foreign Assets Controls as well as similar controls established in the countries in which we do business. Export control laws and regulations and economic sanctions prohibit the shipment of certain products and services to embargoed or sanctioned countries, governments and persons. In addition, complying with export control and sanctions regulations for a particular geography may be time- consuming and result in the delay or loss of revenue opportunities. Exports of our products and technology must be made in compliance with these laws and regulations. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges, fines, which may be imposed on us and responsible employees or managers and, in extreme cases, the incarceration of responsible employees or managers. In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit Consumers' ability to implement our products in those countries. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations or change in the countries, governments, persons or technologies targeted by such regulations could result in decreased use of our products by, or in our decreased ability to export or sell our products and solutions to, existing or potential end customers with international operations or create delays in the introduction of our products and solutions into international markets. Any decreased use of our products and solutions or limitation on our ability to export or sell products and solutions could adversely affect our business, financial condition, results of operations and prospects. Risks Related to Being a Public Company ~~We may be unable to integrate successfully and realize the anticipated benefits of the Merger. We may fail to realize some or all of the anticipated benefits of the Merger if the integration process takes longer than expected or is more costly than expected. Potential difficulties we may encounter in the integration process include the following: • the inability to successfully combine our historical business and Otonomo' s business in a manner that permits us to achieve the anticipated benefits from the Merger; • challenges related to the creation of uniform standards, controls, procedures, policies and information systems; • our historical customers and Otonomo' s customers may view the combination of the two businesses unfavorably and as a result take their business to alternative service providers; and • potential unknown liabilities and unforeseen increased expenses, delays or regulatory considerations associated with the Merger. In addition, it is possible that the integration process also could result in the diversion of management' s attention, the disruption or interruption of, or the loss of momentum in, our ongoing business or inconsistencies in standards, controls, procedures and policies, any of which could adversely affect our ability to maintain our business relationships or achieve the anticipated benefits of the Merger, or could otherwise adversely affect our business, financial condition and results of operations.~~ The requirements of being a public company may strain our resources, divert

management's attention and affect our ability to attract and retain qualified board members. We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and any rules promulgated thereunder, as well as the rules of Nasdaq. The requirements of these rules and regulations increase legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls for financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight are required, and, as a result, management's attention may be diverted from other business concerns. These rules and regulations can also make it more difficult to attract and retain qualified independent members to our board of directors (the "Board"). Additionally, these rules and regulations make it more difficult and more expensive to obtain director and officer liability insurance. We may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. The increased costs of compliance with public company reporting requirements and the potential failure to satisfy these requirements could adversely affect our business, financial condition or results of operations. ~~As a private company, we had not endeavored to establish and maintain a public company quality internal control over financial reporting. If we fail to establish and maintain proper and effective internal control over financial reporting as a public company, our ability to produce accurate and timely financial statements could be impaired, investors may lose confidence in our financial reporting and the trading price of our Common Stock may decline. Pursuant to Section 404 of the Sarbanes-Oxley Act, commencing with our second annual report on Form 10-K, the report by management on internal control over financial reporting will be on our financial reporting and internal controls (as accounting acquirer), and when we are no longer an emerging growth company an attestation of the independent registered public accounting firm will also be required. The rules governing the standards to assess internal control over financial reporting are complex and require significant documentation, testing and possible remediation. We have incurred not historically had to comply with all of these rules. To comply with the requirements of being a reporting company under the Exchange Act, the Sarbanes-Oxley Act and any complex accounting rules in the future, we may need to upgrade our legacy information technology systems, implement additional financial and management controls, reporting systems and procedures, and hire additional accounting and finance staff. If we are unable to hire the additional accounting and finance staff necessary to comply with these requirements, we may need to retain additional outside consultants. If we or, if required, our independent registered public accounting firm, are unable to conclude that our internal controls over financial reporting are effective, investors may lose confidence in our financial reporting, which could negatively impact the price of our securities. We will continue to~~ incur increased costs and obligations as a result of being a public company. As a privately held company, we were not required to comply with certain corporate governance and financial reporting practices and policies required of a publicly traded company. As a publicly traded company, we have incurred and will continue to incur significant legal, accounting and other expenses that we were not required to incur in the recent past, particularly after we are no longer an "emerging growth company" as defined under the JOBS Act. In addition, new and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated and to be promulgated thereunder, as well as under the Sarbanes-Oxley Act, the JOBS Act, and the rules and regulations of the SEC and national securities exchanges have created uncertainty for public companies and increased the costs and the time that the Board and management must devote to complying with these rules and regulations. We expect these rules and regulations to increase legal and financial compliance costs and lead to a diversion of management time and attention from revenue generating activities. Furthermore, the need to establish the corporate infrastructure demanded of a public company may divert management's attention from implementing our growth strategy, which could prevent us from improving our business, results of operations and financial condition. We will need to rely on third party consultants or increase our headcount to address the additional obligations of being a public company, and our management team may not successfully or efficiently manage the transition to being a public company subject to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. We have made, and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet our reporting obligations as a publicly traded company. However, the measures taken by us may not be sufficient to satisfy our obligations as a publicly traded company. Changes in laws, regulations or rules, or a failure to comply with any laws, regulations or rules, may adversely affect our business, investments and results of operations. We are subject to laws, regulations and rules enacted by national, regional and local governments and Nasdaq. In particular, we are required to comply with certain SEC, Nasdaq and other legal or regulatory requirements. Compliance with, and monitoring of, applicable laws, regulations and rules may be difficult, time-consuming and costly. Those laws, regulations or rules and their interpretation and application may also change from time to time and those changes could have a material adverse effect on our business, investments and results of operations. In addition, a failure to comply with applicable laws, regulations or rules, as interpreted and applied, could have a material adverse effect on our business and results of operations.

Risks Related to Ownership of Our Securities Our stock price may be volatile and may decline regardless of our operating performance. The market price of our Common Stock may fluctuate significantly in response to numerous factors and may continue to fluctuate for these and other reasons, many of which are beyond our control, including:

- actual or anticipated fluctuations in revenue and results of operations of the Company;
- the financial projections provided to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to maintain coverage of the Company, changes in financial estimates or ratings by any securities analysts who follow the Company or our failure to meet these estimates or the expectations of investors;
- announcements by the Company or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, results of operations or capital commitments;
- changes in operating performance and stock market valuations of other retail or technology companies generally, or those in the roadside and mobility assistance industry in particular;
- price and volume fluctuations in the overall

stock market, including as a result of trends in the economy as a whole; • trading volume of Common Stock of the Company; • the inclusion, exclusion or removal of our Common Stock from any indices; • changes in the Board or management; • transactions in our Common Stock by directors, officers, affiliates and other major investors; • lawsuits threatened or filed against the Company; • changes in laws or regulations applicable to our business; • changes in our capital structure, such as future issuances of debt or equity securities; • short sales, hedging and other derivative transactions involving our capital stock; • general economic conditions in the United States; • pandemics or other public health crises, including, but not limited to, the COVID- 19 pandemic (including additional variants); • other events or factors, including those resulting from war, incidents of terrorism or responses to these events; and • the other factors described in this “ Risk Factors ” section. The stock market has recently experienced extreme price and volume fluctuations. The market prices of securities of companies have experienced fluctuations that often have been unrelated or disproportionate to their operating results. In the past, stockholders have sometimes instituted securities class action litigation against companies following periods of volatility in the market price of their securities. Any similar litigation against the Company could result in substantial costs, divert management’ s attention and resources, and harm our business, financial condition and results of operations. An active trading market for our Common Stock may not be sustained, which would adversely affect the liquidity and price of our Common Stock. Our Common Stock is listed on Nasdaq under the symbol “ ULY. ” We cannot assure you that an active trading market for our Common Stock will be sustained. In addition, the price of our Common Stock can vary due to general economic conditions and forecasts, our general business condition and the release of financial reports. Accordingly, we cannot assure you of the liquidity of any trading market, your ability to sell your shares of our Common Stock when desired or the prices that you may obtain for your shares . **We may fail to continue to meet the listing standards of Nasdaq, and as a result our Common Stock may be delisted, which could have a material adverse effect on the liquidity and trading price of our Common Stock and on our ability to raise capital, and other adverse consequences. On September 30, 2024, we received a notice from Nasdaq that we were not in compliance with Nasdaq’ s Listing Rule 5550 (a) (2) (the “ Minimum Bid Price Requirement ”), because the minimum bid price of our Common Stock had been below \$ 1. 00 per share for 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810 (c) (3) (A), we have 180 calendar days, or until March 31, 2025, to regain compliance with the Minimum Bid Price Requirement. To regain compliance, the closing bid price of our Common Stock must be at least \$ 1. 00 per share for a minimum of 10 consecutive business days during this 180- calendar day grace period (the “ Compliance Period ”). In the event that at the expiration of the Compliance Period, the closing bid price of our Common Stock has not been at least \$ 1. 00 per share for a minimum of 10 consecutive business days, Nasdaq would notify us that our Common Stock would be subject to delisting. We continue to monitor closely our Common Stock’ s closing bid price and consider plans for regaining compliance with Nasdaq’ s Listing Rule 5550 (a) (2). On March 12, 2025, we held a special meeting at which our stockholders approved a reverse stock split at various ratios (the “ Reverse Stock Split ”) and, contemporaneously with the Reverse Stock Split, a reduction to the number of shares of authorized Common Stock from 1, 000, 000, 000 to 500, 000, 000 (the “ Authorized Share Reduction ”), after which our Board approved the Reverse Stock Split at a ratio of 1- for- 12. We intend to effect the Reverse Stock Split and the Authorized Share Reduction by causing the filing of an amendment to our amended and restated certificate of incorporation (the “ Charter ”) with the Delaware Secretary of State. Following the Reverse Stock Split, the par value per share of our Common Stock will remain unchanged at \$ 0. 001. The Reverse Stock Split is primarily intended to bring the Company into compliance with the listing standards of Nasdaq, however, there can be no assurance that the Reverse Stock Split will have the desired effects, or that we will be able to regain compliance with the applicable rules or other Nasdaq listing requirements. If we fail to regain and maintain compliance with the Minimum Bid Price Requirement or other Nasdaq listing requirements, our Common Stock could be delisted from Nasdaq. If that occurs, the liquidity of our Common Stock would be adversely affected, and its market price could decrease. It could cause other adverse consequences, such as difficulties in raising capital and in providing stock- based incentives to attract and retain personnel. Delisting could also impair our reputation and our relationships with Customer Partners, which could adversely affect our business, financial condition and results of operations. In addition, our Common Stock could be deemed to be a “ penny stock, ” which could result in reduced levels of trading in our Common Stock, and we would also become subject to additional states’ securities regulations in connection with any sales of our securities .** We qualify as an “ emerging growth company ” within the meaning of the Securities Act, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our Common Stock less attractive to investors and make it more difficult to compare our performance to the performance of other public companies. We qualify as an “ emerging growth company ” as defined in Section 2 (a) (19) of the Securities Act, as modified by the JOBS Act. As such, we are eligible for, and intend to take advantage of, certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies for as long as we continue to be an emerging growth company, including, but not limited to, (a) not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, (b) reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and (c) exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. As a result, our stockholders may not have access to certain information they may deem important. We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year in which the market value of our shares of the Common Stock that are held by non- affiliates exceeds \$ 700 million as of June 30 of that fiscal year, (ii) the last day of the fiscal year in which we have total annual gross revenue of \$ 1. 235 billion or more during such fiscal year (as indexed for inflation), (iii) the date on which we have issued more than \$ 1 billion in non- convertible debt in the prior three- year period, or (iv) the last day of the fiscal year following the fifth anniversary of October 19, 2023. We cannot predict whether investors will find our securities less attractive because we rely on these exemptions. If some investors find our securities less

attractive as a result of our reliance on these exemptions, the trading prices of the securities may be lower than they otherwise would be, there may be a less active trading market for the securities and the trading prices of the securities may be more volatile. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. As an emerging growth company, we also plan to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to obtain an assessment of the effectiveness of our internal controls over financial reporting from our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find shares of our Common Stock less attractive because we rely on these exemptions. If some investors find shares of our Common Stock less attractive as a result, there may be a less active market for our shares of Common Stock and our share price may be more volatile. Future sales of shares by existing stockholders could cause our stock price to decline. If our stockholders sell or indicate an intention to sell substantial amounts of Common Stock in the public market, the trading price of the Common Stock could decline. In addition, shares underlying any options or RSUs will become eligible for sale if exercised or settled, as applicable, and to the extent permitted by the provisions of various vesting agreements and Rule 144 of the Securities Act. All the shares of Common Stock subject to stock options outstanding and reserved for issuance under our equity incentive plans are registered on the Registration Statement on Form S-8 under the Securities Act and such shares are eligible for sale in the public markets, subject to Rule 144 limitations applicable to affiliates. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of the 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 the Common Stock could decline. The trading market for our 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 the Common Stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about our business, the trading price of our Common Stock would likely decline. In addition, we currently expect that securities research analysts will establish and publish their own periodic projections for our business. These projections may vary widely and may not accurately predict the results actually achieved by us. Our stock price may decline if our actual results do not match the projections of these securities research analysts. While we expect research analyst coverage of us, if no analysts commence coverage of it, the trading price and volume for our Common Stock could be adversely affected. If any analyst who may cover us were to cease coverage 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 of our Common Stock to decline. Delaware law and provisions in our Charter and Bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the trading price of our Common Stock. Our Charter and Bylaws contain provisions that could depress the trading price of our Common Stock by acting to discourage, delay, or prevent a change of control or changes in our management that our stockholders may deem advantageous. These provisions include the following: • a classified board of directors such that not all members of the Board are elected at one time; • the right of the Board to establish the number of directors and fill any vacancies and newly created directorships; • director removal by stockholders solely for cause and with the affirmative vote of at least a majority of the voting power of the then-outstanding shares of capital stock entitled to vote generally in the election of directors; • “blank check” preferred stock that the Board could use to implement a stockholder rights plan; • the right of the Board to issue authorized but unissued Common Stock and Preferred Stock without stockholder approval; • no ability of the stockholders to call special meetings of stockholders; • no right of the stockholders to act by written consent, which requires all stockholder actions to be taken at a meeting of the stockholders; • limitations on the liability of, and the provision of indemnification to, our directors and officers; • the right of the Board to make, alter, or repeal our Bylaws; and • advance notice requirements for nominations for election to the Board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings. Any provision of our Charter or Bylaws 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 Common Stock, and could also affect the price that some investors are willing to pay for Common Stock. Our Charter provides that the Court of Chancery of the state of Delaware is the exclusive forum 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 Charter 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 pursuant to the DGCL, our Charter or Bylaws or any action asserting a claim against us that is governed by the internal affairs doctrine. These choice of forum provisions may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for

disputes with us or our directors, officers or other employees and may discourage these types of lawsuits. This provision does not apply to claims brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Our Charter provides further that, to the fullest extent permitted by law, the federal district courts of the United States are the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. However, Section 22 of the Securities Act provides that federal and state courts have concurrent jurisdiction over lawsuits brought under the Securities Act or the rules and regulations thereunder. To the extent the exclusive forum provision restricts the courts in which claims arising under the Securities Act may be brought, there is uncertainty as to whether a court would enforce such a provision as investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Furthermore, the enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find the exclusive- forum provision contained in our Charter to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business. Our ability to timely raise capital in the future may be limited, or may be unavailable on acceptable terms, if at all. Our failure to raise capital when needed could harm our business, operating results and financial condition. Debt or equity issued to raise additional capital may reduce the value of our Common Stock. We cannot be certain when or if our operations will generate sufficient cash to fund our ongoing operations or the growth of our business. We currently intend to continue to make investments to support our current business and may require additional funds to respond to business challenges, develop new features or enhance our software, improve our operating infrastructure or acquire complementary businesses and technologies. Additional financing may not be available on favorable terms, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm our business, operating results and financial condition. If we incur additional debt, the new and existing debt holders could have rights senior to holders of Common Stock to make claims on our assets or cash flows. The terms of any additional debt could further restrict our operations. If we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of Common Stock. Because the decision to issue securities in the future offering will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing or nature of any future issuances of debt or equity securities. As a result, stockholders will bear the risk of future issuances of debt or equity securities reducing the value of their Common Stock or diluting their interest, as applicable. We may issue additional shares of Common Stock or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of our Common Stock. We may issue additional shares of Common Stock or other equity securities of equal or senior rank in the future in connection with, among other things, future acquisitions or repayment of outstanding indebtedness, without stockholder approval, in a number of circumstances. Our issuance of additional shares of Common Stock or other equity securities of equal or senior rank would have the following effects: • existing stockholders' proportionate ownership interest would decrease; • the amount of cash available per share, including for payment of dividends (if any) in the future, may decrease; • the relative voting strength of each previously outstanding share of Common Stock may be diminished; and • the market price of our Common Stock may decline. We do not intend to pay dividends for the foreseeable future. We intend to retain any future earnings to finance the operation and expansion of our business and do not expect to declare or pay any dividends in the foreseeable future. In addition, our Loan Agreements contain restrictions on our ability to pay dividends, and any additional debt incurred by the Company or any of our subsidiaries in the future may include similar restrictions. As a result, stockholders must rely on sales of their Common Stock after price appreciation as the only way to realize any future gains on their investment. **Item 1B. Unresolved Staff Comments. None. Item 1C. Cybersecurity. At Urgently, we understand the paramount importance of cybersecurity in safeguarding our operational integrity, customer information, and proprietary data. Our commitment to cybersecurity excellence involves a comprehensive approach to risk management and the continual enhancement of our cybersecurity protocols to address the dynamic nature of cyber threats. Board Oversight and Cybersecurity Governance Our cybersecurity strategy is firmly anchored in a governance structure that emphasizes board oversight. The Board of Directors work to ensure our cybersecurity posture and cybersecurity risks are adequately evaluated and managed in alignment with our business objectives. To this end, the Board receives regular updates on our critical cybersecurity initiatives, risk management practices, and incident response measures. This oversight ensures that cybersecurity remains a top priority at the executive level and that strategic decisions reflect our commitment to safeguarding our digital assets.**